

EXHIBIT A

(Summer Associates)

EXHIBIT A
SUMMER ASSOCIATES
Kramer Levin Naffais & Frankel

TIMEKEEPER NAME	INITIALS	HOURS	RATE	FEES
RINGER, R	RLRI	46.10	\$320.00	14,752.00
WONG, A	AWON	10.00	\$320.00	3,200.00
		56.10		\$17,952.00

MATTER NAME	HOURS	FEES
363 SALE ISSUES	3.40	1,088.00
APPELLATE ISSUES	4.50	1,440.00
CASE ADMINISTRATION	12.00	3,840.00
COMMITTEE MEETINGS/COMMUNICATIONS	9.70	3,104.00
HEARINGS	8.00	2,560.00
MEETINGS WITH DEBTORS/OTHER MAJOR CONSTITUENTS	3.80	1,216.00
MOTIONS	8.40	2,688.00
RETENTION OF PROFESSIONALS	6.30	2,016.00
	56.10	\$17,952.00

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SUMMER ASSOCIATES

Kramer Levin Natfalis & Frankel

TIMEKEEPER	RATE	DATE	ENTRY HOURS	HOURS	FEES	TASK HOURS -	DESCRIPTION
RLRI RINGER, R	\$320.00	06/04/09	Thu	1.90	1.90	608.00	<u>MATTER NAME: CASE ADMINISTRATION</u> 1 RESEARCH FOR INTERNAL MEMO RE: COURT PROCEDURES.
	\$320.00	06/05/09	Fri	0.80	0.80	256.00	<u>MATTER NAME: CASE ADMINISTRATION</u> 1 MEET WITH L. MACKSOUND RE INTERNAL MEMO RE: COURT PROCEDURES.
	\$320.00	06/08/09	Mon	0.60	0.60	192.00	<u>MATTER NAME: COMMITTEE MEETINGS/COMMUNICATIONS</u> 1 MEET WITH J. SHARRET TO DISCUSS COMMITTEE MEETING MINUTES.
	\$320.00	06/09/09	Tue	1.70	1.70	544.00	<u>MATTER NAME: COMMITTEE MEETINGS/COMMUNICATIONS</u> 1 DRAFT GM CREDITORS COMMITTEE MEETING MINUTES.
	\$320.00	06/11/09	Thu	2.60	2.60	832.00	<u>MATTER NAME: CASE ADMINISTRATION</u> 1 DRAFT AND REVISE MEMO RE: COURT PRECEDENT AND PROCEDURES.
	\$320.00	06/12/09	Fri	2.10	2.10	672.00	<u>MATTER NAME: CASE ADMINISTRATION</u> 1 REVIEW AND EDIT COURT PRECEDENT MEMO; 2 DISCUSS MEMO WITH L. MACKSOUND.
	\$320.00	06/12/09	Fri	1.20	1.20	384.00	<u>MATTER NAME: COMMITTEE MEETINGS/COMMUNICATIONS</u> 1 MEET WITH J. SHARRET; 2 REVISE GM MEETING MINUTES.
	\$320.00	06/15/09	Mon	4.20	4.20	1,344.00	<u>MATTER NAME: RETENTION OF PROFESSIONALS</u> 0.40 F 1 MEET WITH L. MACKSOUND (4); 3.00 F 2 DRAFT MEMO TO GM COMMITTEE RE ALIXPARTNERS RETENTION APPLICATION (3.0); 0.80 F 3 MEET WITH L. MACKSOUND TO DISCUSS (8).
	\$320.00	06/16/09	Tue	1.60	1.60	512.00	<u>MATTER NAME: CASE ADMINISTRATION</u> 1 MEET WITH L. MACKSOUND RE COURT PROCEDURES AND PRECEDENT; 2 REVISE SAME
	\$320.00	06/17/09	Wed	0.60	0.60	192.00	<u>MATTER NAME: CASE ADMINISTRATION</u> 1 REVISE COURT PROCEDURES AND PRECEDENT MEMO.
	\$320.00	06/17/09	Wed	0.40	0.40	128.00	<u>MATTER NAME: COMMITTEE MEETINGS/COMMUNICATIONS</u> 1 DRAFT GM COMMITTEE MEETING MINUTES.

~ See the last page of exhibit for explanation

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TIMEKEEPER	RATE	DATE	ENTRY HOURS	HOURS	FEES	TASK HOURS	DESCRIPTION
RLR RINGER, R	\$320.00	06/18/09	Thu	1.90	608.00	1	<u>MATTER NAME: CASE ADMINISTRATION</u> 1 REVISE INTERNAL MEMORANDUM RE: COURT PROCEDURES AND PRECEDENT.
	\$320.00	06/19/09	Fri	3.80	1,216.00	1	<u>MATTER NAME: MEETINGS WITH DEBTORS/OTHER MAJOR CONSTITUENTS</u> 1 DRAFT GM SUMMARY OF DISCUSSIONS RE ISSUES LIST.
	\$320.00	06/19/09	Fri	0.90	288.00	1	<u>MATTER NAME: RETENTION OF PROFESSIONALS</u> 1 DRAFT OBJECTION TO ALXPARTNERS RETENTION APPLICATION.
	\$320.00	06/22/09	Mon	0.80	256.00	1	<u>MATTER NAME: COMMITTEE MEETINGS/COMMUNICATIONS</u> 1 DRAFT MINUTES FOR GM COMMITTEE CALL
	\$320.00	06/22/09	Mon	1.20	384.00	1	<u>MATTER NAME: RETENTION OF PROFESSIONALS</u> 1 PREPARE AND DRAFT RIDER TO ORDER RE: ALIX PARTNERS.
	\$320.00	06/23/09	Tue	2.60	832.00	1	<u>MATTER NAME: HEARINGS</u> 1 DRAFT SUMMARY OF MOTIONS AND COMMITTEE POSITION; 2 ATTEND PLANNING MEETING WITH J. SHARRET.
	\$320.00	06/24/09	Wed	4.80	1,536.00	1	<u>MATTER NAME: HEARINGS</u> 1 REVIEW OBJECTIONS AND MOTIONS; 2 DRAFT CHART OF SUMMARIES OF OBJECTIONS AND MOTIONS
	\$320.00	06/29/09	Mon	0.60	192.00	1	<u>MATTER NAME: HEARINGS</u> 1 ASSIST IN PREPARATION FOR SALE HEARING
	\$320.00	07/01/09	Wed	0.50	160.00	1	<u>MATTER NAME: CASE ADMINISTRATION</u> 1 ASSIST J. SHARRET WITH E-MAIL CORRESPONDENCE DRAFT.
	\$320.00	07/06/09	Mon	2.70	864.00	1	<u>MATTER NAME: COMMITTEE MEETINGS/COMMUNICATIONS</u> 1 DRAFT MINUTES FOR JUNE 29, JULY 1, AND JULY 6 MORNING AND AFTERNOON COMMITTEE MEETINGS.
	\$320.00	07/09/09	Thu	1.10	352.00	1	<u>MATTER NAME: COMMITTEE MEETINGS/COMMUNICATIONS</u> 1 DRAFT GM COMMITTEE MEETING MINUTES.
	\$320.00	07/10/09	Fri	1.20	384.00	1	<u>MATTER NAME: COMMITTEE MEETINGS/COMMUNICATIONS</u> 1 DRAFT GM COMMITTEE CALL MINUTES.

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TIMEKEEPER	RATE	DATE	ENTRY HOURS	HOURS	FEES	TASK HOURS -	DESCRIPTION
RLR RINGER, R	\$320.00	07/13/09	Mon	2.70	864.00		MATTER NAME: 363 SALE ISSUES 1 REVIEW SALE ORDER; 2 DRAFT AND REVISE WEB SITE SUMMARIES
	\$320.00	07/14/09	Tue	0.70	224.00		MATTER NAME: 363 SALE ISSUES 1 PREPARE ASBESTOS SUMMARY FROM SALE DECISION.
	\$320.00	07/22/09	Wed	0.60	192.00		MATTER NAME: MOTIONS 1 DRAFT SUMMARY OF PROPOSED CASE MANAGEMENT ORDER.
	\$320.00	07/23/09	Thu	2.30	736.00		MATTER NAME: MOTIONS 1 REVIEW AND DRAFT SUMMARY OF PROPOSED CASE MANAGEMENT ORDER.
		NUMBER OF ENTRIES:	27	46.10	14,752.00		
AWON WONG, A	\$320.00	08/05/09	Wed	4.00	1,280.00		MATTER NAME: APPELLATE ISSUES 1 REVIEW AND SUMMARIZE THE STATUS OF APPEALS TO THE SALE ORDER.
	\$320.00	08/11/09	Tue	0.50	160.00		MATTER NAME: APPELLATE ISSUES 1 REVIEW NEW DOCUMENT FROM THE DOCKET TO DETERMINE THE STATUS OF APPEALS.
	\$320.00	08/11/09	Tue	5.50	1,760.00		MATTER NAME: MOTIONS 1 REVIEW BAR DATE MOTIONS, OBJECTIONS, AND ORDERS.
		NUMBER OF ENTRIES:	3	10.00	3,200.00		
Total				56.10	\$17,952.00		
Number of Entries:			30				

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TIMEKEEPER NAME	INITIALS	HOURS	RATE	FEES
RINGER, R	RLRI	46.10	\$320.00	14,752.00
WONG, A	AWON	10.00	\$320.00	3,200.00
		56.10		\$17,952.00

SUMMARY OF HOURS AND FEES BY MATTER

MATTER NAME	HOURS	FEES
363 SALE ISSUES	3.40	1,088.00
APPELLATE ISSUES	4.50	1,440.00
CASE ADMINISTRATION	12.00	3,840.00
COMMITTEE MEETINGS/COMMUNICATIONS	9.70	3,104.00
HEARINGS	8.00	2,560.00
MEETINGS WITH DEBTORS/OTHER MAJOR CONSTITUENTS	3.80	1,216.00
MOTIONS	8.40	2,688.00
RETENTION OF PROFESSIONALS	6.30	2,016.00
	56.10	\$17,952.00

(-) REASONS FOR TASK HOUR ASSIGNMENTS
F FINAL BILL

EXHIBIT B

(Attorneys Not Yet Admitted to the Bar)

EXHIBIT B
ATTORNEYS NOT YET ADMITTED TO THE BAR
Kramer Levin Nafais & Frankel

TIMEKEEPER NAME	INITIALS	HOURS	RATE	FEES
AMSTER, J	JSAM	56.40	\$520.00	29,328.00
FORD, S	SFOR	73.90	\$385.00	28,451.50
GREENBERG, E	ESGR	47.70	\$385.00	18,364.50
REGAL, V	VREG	97.80	\$385.00	37,653.00
SCHMIDT, S	SSCH	22.00	\$385.00	8,470.00
		297.80		\$122,267.00

MATTER NAME	HOURS	FEES
363 SALE ISSUES	28.10	10,818.50
AUTOMATIC STAY MATTERS/RELIEF	2.00	770.00
CASE ADMINISTRATION	0.50	192.50
CORPORATE & SECURITIES MATTERS	7.20	3,744.00
CREDITOR COMMUNICATIONS	1.50	577.50
DELPHI	5.20	2,002.00
DIP FINANCING/CASH COLLATERAL	2.20	1,144.00
DISCOVERY/DEPOSITIONS	12.80	4,851.00
GENERAL ADVERSARY PROCEEDINGS	9.00	3,465.00
HEARINGS	0.50	192.50
MOTIONS	11.50	4,427.50
PRE-PETITION COLLATERAL REVIEW	47.00	24,440.00
TORT AND SUCCESSOR LIABILITY ISSUES	170.50	65,642.50
	297.80	\$122,267.00

EXHIBIT B
ATTORNEYS NOT YET ADMITTED TO THE BAR
Kramer Levin Naffais & Frankel

TIMEKEEPER	RATE	DATE	ENTRY HOURS	HOURS	FEES	TASK HOURS -	DESCRIPTION
JSAM AMSTER, J	\$520.00	06/04/09	Thu	5.00	2,600.00	3.00 F 2.00 F	<u>MATTER NAME: CORPORATE & SECURITIES MATTERS</u> 1 DRAFT SUMMARIES OF MOTIONS (3); 2 EDGAR SEARCH FOR INDENTURES (2)
	\$520.00	06/05/09	Fri	1.50	780.00	1.50 F	<u>MATTER NAME: CORPORATE & SECURITIES MATTERS</u> 1 UNSECURED BOND INDENTURES RESEARCH (1.5)
	\$520.00	06/11/09	Thu	0.70	364.00	0.70 F	<u>MATTER NAME: CORPORATE & SECURITIES MATTERS</u> 1 UPDATE SUMMARY OF OUTSTANDING DEBT (7)
	\$520.00	06/16/09	Tue	1.70	884.00		<u>MATTER NAME: DIP FINANCING/CASH COLLATERAL</u> 1 REVIEW DOCS FOR SINKING FUND REQUIREMENT; 2 MEMO ON OUTSTANDING UST LOAN ITEMS;
	\$520.00	06/16/09	Tue	3.00	1,560.00		<u>MATTER NAME: PRE-PETITION COLLATERAL REVIEW</u> 1 REVIEW RECEIVABLES LOAN; 2 COLLATERAL MEMO
	\$520.00	06/17/09	Wed	6.50	3,380.00	3.50 F	<u>MATTER NAME: PRE-PETITION COLLATERAL REVIEW</u> 1 REVIEW UST LOAN CLOSING SET; 2 COLLATERAL MEMO (3.5); 3 REVIEW UCC FILINGS FOR RECEIVABLES LOAN
	\$520.00	06/18/09	Thu	9.50	4,940.00	4.00 F 2.00 F 1.50 F 2.00 F	<u>MATTER NAME: PRE-PETITION COLLATERAL REVIEW</u> 1 REVIEW RECEIVABLES LOAN UCC CHART (4); 2 RECEIVABLES LOAN COLLATERAL REVIEW MEMO (2); 3 MEMO ON OUTSTANDING DOCUMENTS (1.5); 4 EQUITY PLEDGE CHART (2)
	\$520.00	06/19/09	Fri	7.50	3,900.00	3.50 F 3.00 F 1.00 F	<u>MATTER NAME: PRE-PETITION COLLATERAL REVIEW</u> 1 RECEIVABLES FACILITY COLLATERAL REVIEW MEMO (3.5); 2 PLEDGED EQUITY CHART (3); 3 REVIEW MOTION ON SYNTHETIC LEASE (1)
	\$520.00	06/22/09	Mon	0.50	260.00		<u>MATTER NAME: DIP FINANCING/CASH COLLATERAL</u> 1 MEETING RE DIP SUMMARY
	\$520.00	06/22/09	Mon	2.00	1,040.00	2.00 F	<u>MATTER NAME: PRE-PETITION COLLATERAL REVIEW</u> 1 REVIEW MORTGAGES FOR COLLATERAL SUMMARY (2)

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TIMEKEEPER	RATE	DATE	ENTRY HOURS	HOURS	FEES	TASK HOURS ~	DESCRIPTION
JSAM AMSTER, J	\$520.00	06/23/09	Tue	4.50	2,340.00	1	MATTER NAME: PRE-PETITION COLLATERAL REVIEW 1 REVIEW MORTGAGES FOR COLLATERAL REVIEW
	\$520.00	06/24/09	Wed	6.00	3,120.00	1.50 F 4.50 F	MATTER NAME: PRE-PETITION COLLATERAL REVIEW 1 REVIEW MORTGAGE DOCUMENTS (1.5); 2 MEMO RE: OUTSTANDING ITEMS (4.5)
	\$520.00	06/25/09	Thu	1.50	780.00	1	MATTER NAME: PRE-PETITION COLLATERAL REVIEW 1 MEMO RE: OUTSTANDING MORTGAGE DOCUMENTS
	\$520.00	06/26/09	Fri	2.50	1,300.00	1	MATTER NAME: PRE-PETITION COLLATERAL REVIEW 1 REVIEW UCC FILINGS AND CHART
	\$520.00	06/27/09	Sat	1.50	780.00	1	MATTER NAME: PRE-PETITION COLLATERAL REVIEW 1 REVIEW UCC FILINGS, CHART
	\$520.00	06/29/09	Mon	1.50	780.00	1	MATTER NAME: PRE-PETITION COLLATERAL REVIEW 1 REVIEW UCC CHART
	\$520.00	06/30/09	Tue	1.00	520.00	1	MATTER NAME: PRE-PETITION COLLATERAL REVIEW 1 REVIEW UCC CHART (ARGONAUT)
	NUMBER OF ENTRIES:		17	56.40	29,328.00		
	\$385.00	06/04/09	Thu	1.40	539.00	1	MATTER NAME: MOTIONS 1 REVIEWING AND SUMMARIZING ENTRIES TO DOCKET.
	\$385.00	06/08/09	Mon	1.00	385.00	1	MATTER NAME: TORT AND SUCCESSOR LIABILITY ISSUES 1 READING AND ANALYZING CASE FOR SUCCESSOR LIABILITY MEMO.
SFOR FORD, S	\$385.00	06/09/09	Tue	5.10	1,963.50	1.90 F 1.60 A 1.60 A	MATTER NAME: TORT AND SUCCESSOR LIABILITY ISSUES 1 TEAM MEETING (1.9); 2 REVIEW OF BACKGROUND DOCUMENTS AND 3 INITIAL RESEARCH INTO STATE LAW (NEW YORK) (3.2).
	\$385.00	06/10/09	Wed	7.10	2,733.50	1	MATTER NAME: TORT AND SUCCESSOR LIABILITY ISSUES 1 NEW YORK AND TEXAS' SUCCESSOR LIABILITY RESEARCH AND DRAFTING.

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TIMEKEEPER	RATE	DATE	ENTRY HOURS	HOURS	FEES	TASK HOURS -	DESCRIPTION
SFOR FORD, S	\$385.00	06/11/09	Thu	8.50	3,272.50	2.50 F 6.00 F	<u>MATTER NAME: TORT AND SUCCESSOR LIABILITY ISSUES</u> 1 <u>DRAFTING TX SECTION (2.5)</u> 2 <u>NJ RESEARCH AND DRAFTING (6)</u>
	\$385.00	06/12/09	Fri	8.70	3,349.50	6.10 F 2.20 F 0.40 F	<u>MATTER NAME: TORT AND SUCCESSOR LIABILITY ISSUES</u> 1 <u>SUCCESSOR LIABILITY MEMO: RESEARCH AND WRITING ON WA STATE (6.1)</u> 2 <u>OUTLINING SECTIONS ON DE FACTO MERGER AND MERE CONTINUATION (2.2)</u> 3 <u>MEETING TO REVIEW NEW DEADLINES (4)</u>
	\$385.00	06/13/09	Sat	16.40	6,314.00	1.30 F 5.60 F 3.50 F 4.00 F 2.00 F	<u>MATTER NAME: TORT AND SUCCESSOR LIABILITY ISSUES</u> 1 <u>SUCCESSOR LIABILITY MEMO: LEXIS RESEARCH ON MA AND CT CASES (1.3)</u> 2 <u>READING CASES AND WRITING SECTION ON MA (5.6)</u> 3 <u>WRITING SECTION ON DE FACTO MERGER (3.5)</u> 4 <u>WRITING SECTION ON MERE CONTINUATION (4)</u> 5 <u>READING CASES ON CT (2)</u>
	\$385.00	06/14/09	Sun	11.50	4,620.00	2.50 F 9.50 F	<u>MATTER NAME: TORT AND SUCCESSOR LIABILITY ISSUES</u> 1 <u>CT SECTION OF SUCCESSOR LIABILITY MEMO-WRITING SUMMARY (2.5 HOURS)</u> 2 <u>EDITING DE FACTO MERGER AND CONTINUATION SECTIONS, ADDITIONAL RESEARCH (9.5)</u>
	\$385.00	06/15/09	Mon	1.10	423.50	1	<u>MATTER NAME: TORT AND SUCCESSOR LIABILITY ISSUES</u> 1 <u>EDITS TO WASHINGTON SECTION OF APPENDIX TO SUCCESSOR LIABILITY MEMO.</u>
	\$385.00	06/24/09	Wed	1.10	423.50	1	<u>MATTER NAME: DISCOVERY/DEPOSITIONS</u> 1 <u>DEPOSITION INDEX, COMPUTERS ORDERED FOR DEPOSITION.</u>
	\$385.00	06/25/09	Thu	0.30	115.50	1	<u>MATTER NAME: DISCOVERY/DEPOSITIONS</u> 1 <u>DEPOSITION CHART REVISE.</u>
	\$385.00	06/26/09	Fri	1.80	693.00	1	<u>MATTER NAME: DISCOVERY/DEPOSITIONS</u> 1 <u>DOCUMENT REVIEW RE: SALE.</u>
	\$385.00	06/27/09	Sat	0.50	192.50	1	<u>MATTER NAME: DISCOVERY/DEPOSITIONS</u> 1 <u>REVIEW OF DEPOSITION UPDATES FOR DEPOSITION MASTER INDEX.</u>
	\$385.00	06/29/09	Mon	0.80	308.00	1	<u>MATTER NAME: DISCOVERY/DEPOSITIONS</u> 1 <u>REVIEW OF UPDATES FOR DEPOSITION MASTER INDEX.</u>

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SFOR FORD, S	\$385.00	06/30/09	Tue	5.30	2,040.50		<u>MATTER NAME: DISCOVERY/DEPOSITIONS</u> 1 DEPOSITION DESIGNATIONS.
	\$385.00	07/01/09	Wed	2.80	1,078.00		<u>MATTER NAME: DISCOVERY/DEPOSITIONS</u> 1 DEPOSITION DESIGNATIONS -- ASSEMBLING AND FILING MOTION TO DESIGNATE.
	NUMBER OF ENTRIES:			16	73.90	28,451.50	
ESGR GREENBERG, E	\$385.00	06/09/09	Tue	3.20	1,232.00		<u>MATTER NAME: TORT AND SUCCESSOR LIABILITY ISSUES</u> 1 REVIEW TRANSACTION SUMMARY AND OVERVIEW OF ASSET SALE; 2 MEET WITH SCOTT RUSKAY-KIDD, SAMANTHA FORD, AND VICTOR REGAL TO DISCUSS STATE BY STATE SURVEY ASSIGNMENT OF SUCCESSOR LIABILITY ISSUES IN GM BANKRUPTCY; 3 READ PLI PRESENTATION ON SUCCESSOR LIABILITY IN ASSET ACQUISITIONS; 4 REVIEW LAW REVIEW ARTICLE FROM FLORIDA STATE BUS. LAW REVIEW COMPARING SUCCESSOR LIABILITY ON STATE BY STATE BASIS.
	\$385.00	06/10/09	Wed	1.10	423.50	0.50 F	<u>MATTER NAME: MOTIONS</u> 1 REVIEWED MOTION FOR AN ASBESTOS COMMITTEE FOR AND SUMMARIZED FINDINGS TO SCOTT RUSKAY-KIDD (5); 2 EXAMINE 10-Q FILED MAY 8, 2009 FOR INFORMATION ON ASBESTOS LIABILITY AND WROTE EMAIL TO SCOTT RUSKAY-KIDD EXPLAINING GM'S ALLOCATION OF ASBESTOS LIABILITY IN THE 10-Q (6).
	\$385.00	06/10/09	Wed	6.10	2,348.50	3.00 F	<u>MATTER NAME: TORT AND SUCCESSOR LIABILITY ISSUES</u> 1 RESEARCH EXCEPTIONS TO RULE AGAINST SUCCESSOR LIABILITY UNDER MICHIGAN LAW; 2 COMPILE SUMMARY OF EXCEPTIONS AND ANALYZE FOR NEW GM IN APPENDIX OF MEMO ON SUCCESSOR LIABILITY. (3.0)'' 3 RESEARCH EXCEPTIONS TO RULE AGAINST SUCCESSOR LIABILITY UNDER OHIO LAW; 4 COMPILE SUMMARY OF EXCEPTIONS AND ANALYZE FOR NEW GM IN APPENDIX OF MEMO ON SUCCESSOR LIABILITY. (3.0)
	\$385.00	06/11/09	Thu	8.10	3,118.50		<u>MATTER NAME: TORT AND SUCCESSOR LIABILITY ISSUES</u> 1 MAKE EDITS AND CHANGES TO MI AND OH SECTIONS BASED ON FEEDBACK FROM SRK; 2 DISCUSS MEMO WITH SRK ON PHONE; 3 RESEARCH, ANALYZE AND SUMMARIZE INTO APPENDIX OF MEMO EXCEPTIONS TO THE RULE AGAINST SUCCESSOR LIABILITY UNDER MISS LAW; 4 CONFERENCE CALL WITH SAM AND VICTOR TO DISCUSS SECTIONS AND THEORIES; 5 CONFERENCE CALL WITH SAM, VICTOR, AND SCOTT TO DISCUSS MEMO PROGRESS AND SCHEDULE; 6 RESEARCH SUCCESSOR LIABILITY CASE LAW IN PENN. OR. AND GA.

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ESGR GREENBERG, E	\$385.00	06/12/09	Fri	6.70	2,579.50	0.50 F 1.70 F 4.30 F	MATTER NAME: TORT AND SUCCESSOR LIABILITY ISSUES 1 READ UPDATE FACT SECTION OF MASTER MEMO (1.5); 2 CONTINUE OREGON RESEARCH AND ADD SUMMARY AND ANALYSIS TO OR TO MEMO (1.7); 3 CONFERENCE CALL WITH VICTOR REGAL AND SAMANTHA FORD TO DISCUSS CONSIDERATION FOR OLD GM'S ASSETS; 4 RESEARCH AND DRAFT MEMO SECTIONS ON DUTY TO WARN CLAIMS AND EXPRESS/IMPLIED ASSUMPTION OF LIABILITY; 5 STATUS MEETING WITH SCOTT, A. CATON, V. REGAL AND S. FORD. (4.3)
							MATTER NAME: TORT AND SUCCESSOR LIABILITY ISSUES 1 COMPLETE RESEARCH AND DRAFTING OF PA SECTION TO MEMO APPENDIX; 2 RESPOND TO S RUSKAY-KIDD'S EDITS, REVISE AND ADD TO MEMO SECTIONS ON ASSUMPTION OF LIABILITY AND FAILURE TO WARN, INCLUDING INCORPORATING ADDITIONAL RESEARCH OF POINTS FROM FLETCHER, EDIT MISSISSIPPI SECTION OF APPENDIX; 3 STATUS MEETING WITH S. RUSKAY-KIDD, A CATON, V. REGAL, AND S. FORD.
							MATTER NAME: TORT AND SUCCESSOR LIABILITY ISSUES 1 CITE/FACT CHECK BACKGROUND SECTION OF MEMO; 2 RESEARCH RE: SUCCESSOR LIABILITY; 3 MAKE CHECK LIST FOR STATES TO LOOK AT SUCCESSOR LIABILITY THEORIES THAT THEY RECOGNIZE.
							MATTER NAME: TORT AND SUCCESSOR LIABILITY ISSUES 1 TALLIES NUMBER OF JURISDICTIONS THAT ACCEPT EACH THEORY OF SUCCESSOR LIABILITY AND ADDED INTO MEMO AT APPROPRIATE SECTIONS (2.5). 2 SECOND CITE CHECK OF SUBSEQUENT CHANGES TO DOCUMENT (8).
							MATTER NAME: 363 SALE ISSUES 1 MEETING WITH SCOTT RUSKAY-KIDD (1.5); 2 CREATED AND SUBMITTED BLACKLINE COMPARING TWO MEMOS ON GM BANKRUPTCY DEAL (5);
VREG REGAL, V	\$385.00	06/09/09	Tue	2.00	770.00	1.50 F 0.50 F	MATTER NAME: TORT AND SUCCESSOR LIABILITY ISSUES 1 RESEARCH CALIFORNIA LAW ON SUCCESSOR LIABILITY AND BEGAN CREATING OUTLINE IN PREPARATION FOR WRITING ENTRY IN MEMO (3 HRS).
							MATTER NAME: TORT AND SUCCESSOR LIABILITY ISSUES 1 RESEARCH LAW ON SUCCESSOR LIABILITY IN: ILLINOIS (6.5 HRS); 2 NEW HAMPSHIRE (1.5 HRS); 3 NEW MEXICO (5 HRS).
NUMBER OF ENTRIES:			8	47.70	18,364.50		

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VREG REGAL, V	\$385.00	06/11/09	Thu	10.00	3,850.00	1.00 F	<u>MATTER NAME: TORT AND SUCCESSOR LIABILITY ISSUES</u>
						3.00 F	1 <u>WRITE APPENDIX ENTRY FOR NEW MEXICO (1 HR);</u>
						4.50 F	2 <u>RESEARCH AND WRITE NEW HAMPSHIRE ENTRY (3 HRS);</u>
						1.50 F	3 <u>RESEARCH AND WRITE FLORIDA ENTRY (4.5 HRS);</u> 4 <u>RESEARCH AND WRITE ILLINOIS ENTRY (1.5 HRS).</u>
	\$385.00	06/12/09	Fri	9.00	3,465.00	2.50 F	<u>MATTER NAME: TORT AND SUCCESSOR LIABILITY ISSUES</u>
						0.50 F	1 <u>RESEARCH AND WRITE CALIFORNIA APPENDIX ENTRY (2.5 HRS);</u>
						6.00 F	2 <u>ORGANIZATIONAL MEETING (5 HRS);</u>
							3 <u>RESEARCH THEORIES OF PRODUCT LINE LIABILITY AND FRAUD FOR INCLUSION IN MAIN SECTION OF THE MEMO (6 HRS).</u>
	\$385.00	06/13/09	Sat	6.50	2,502.50	1.20 F	<u>MATTER NAME: TORT AND SUCCESSOR LIABILITY ISSUES</u>
						2.00 F	1 <u>RESEARCHED AND WROTE GEORGIA APPENDIX ENTRY (1.2 HRS);</u>
						2.00 F	2 <u>WORKED ON FRAUD SECTION OF ANALYSIS SECTION (2 HRS);</u>
						0.50 F	3 <u>WORKED ON PRODUCT LIABILITY SECTION OF ANALYSIS (2 HRS);</u>
						0.80 F	4 <u>MADE FORMATTING CHANGES TO MEMO (5 HRS);</u> 5 <u>RESEARCH ON CHANGING DIRECTORS OF GM (8 HRS).</u>
	\$385.00	06/14/09	Sun	10.00	3,850.00	3.50 F	<u>MATTER NAME: TORT AND SUCCESSOR LIABILITY ISSUES</u>
						1.00 F	1 <u>DRAFT SECTION OF MEMO DEALING WITH CHANGING DIRECTORS OF GM AND POSSIBLE CONSEQUENCES FOR SUCCESSOR LIABILITY (3.5 HRS);</u>
						2.00 F	2 <u>DOWNLOAD AND CITE-CHECK CITED CASES (1 HR);</u>
						3.50 F	3 <u>EDIT PRODUCT LIABILITY SECTION (2 HRS);</u> 4 <u>EDIT FRAUD SECTION (3.5 HRS).</u>
	\$385.00	06/15/09	Mon	10.10	3,888.50		<u>MATTER NAME: TORT AND SUCCESSOR LIABILITY ISSUES</u>
							1 <u>PROOFREAD AND CITE-CHECK THE ANALYSIS PORTION OF THE MEMO RE: SUCCESSOR LIABILITY (CHECK CITES FOR FORMAT AND SUBSTANCE);</u>
							2 <u>MADE CORRECTIONS WHERE NECESSARY;</u> 3 <u>ADDED PIN CITES).</u>
	\$385.00	06/16/09	Tue	2.40	924.00	1.80 F	<u>MATTER NAME: TORT AND SUCCESSOR LIABILITY ISSUES</u>
						0.60 F	1 <u>ENTER EDITS FOR NEW HAMPSHIRE (1.8 HRS);</u> 2 <u>CITE CHECK CHANGES TO ANALYSIS SECTION OF THE MEMO (6 HRS).</u>
	\$385.00	06/17/09	Wed	1.50	577.50		<u>MATTER NAME: TORT AND SUCCESSOR LIABILITY ISSUES</u>
							1 <u>FINISH ENTERING EDITS FOR NEW HAMPSHIRE AND ILLINOIS APPENDIX ENTRIES.</u>
	\$385.00	06/18/09	Thu	3.00	1,155.00		<u>MATTER NAME: TORT AND SUCCESSOR LIABILITY ISSUES</u>
							1 <u>REVIEW CASES RE: BANKRUPTCY COURT JURISDICTION.</u>

~ See the last page of exhibit for explanation

EXHIBIT B
ATTORNEYS NOT YET ADMITTED TO THE BAR
Kramer Levin Nafais & Frankel

TIMEKEEPER	RATE	DATE	ENTRY HOURS	HOURS	FEES	TASK HOURS -	DESCRIPTION
VREG REGAL, V	\$385.00	06/19/09	Fri	7.50	7.50	2,887.50	<u>MATTER NAME: 363 SALE ISSUES</u> 1 SUMMARIZED SALE OBJECTIONS AND ADDED THEM TO THE MASTER CHART.
	\$385.00	06/20/09	Sat	2.00	2.00	770.00	<u>MATTER NAME: 363 SALE ISSUES</u> 1 SUMMARIZED SALE OBJECTIONS AND ADDED THEM TO THE MASTER CHART
	\$385.00	06/20/09	Sat	2.00	2.00	770.00	<u>MATTER NAME: DELPHI</u> 1 REVIEWED MOTION ON DELPHI/PARNASSUS TRANSACTION
	\$385.00	06/21/09	Sun	3.00	3.00	1,155.00	<u>MATTER NAME: DELPHI</u> 1 REVIEWED MOTION AND EXHIBITS FOR DELPHI/PARNASSUS TRANSACTION (1.5); 2 PREPARED BRIEF SUMMARY OF THE TRANSACTION (1.5).
	\$385.00	06/22/09	Mon	3.00	3.00	1,155.00	<u>MATTER NAME: 363 SALE ISSUES</u> 1 SUMMARIZED NY DEALERS ASSOCIATION OBJECTION TO SALE. 2 SUMMARIZED SALE OBJECTIONS AND ADDED THEM INTO MASTER CHART (1.5);
	\$385.00	06/23/09	Tue	0.50	0.50	192.50	<u>MATTER NAME: HEARINGS</u> 1 TEAM MEETING FOR 6/25 HEARING PREPARATION.
	\$385.00	06/23/09	Tue	5.30	5.30	2,040.50	<u>MATTER NAME: 363 SALE ISSUES</u> 1 SUMMARIZED OBJECTIONS AND ADDED THEM TO THE MASTER CHART. 2 STATUS UPDATE PHONE CALL WITH JEN ROCHON.
	\$385.00	06/24/09	Wed	6.30	6.30	2,425.50	<u>MATTER NAME: 363 SALE ISSUES</u> 1 REVIEWED AND SUMMARIZED SALE OBJECTIONS (5.9); 2 ADDED SUMMARIES TO THE MASTER CHART (4)
	\$385.00	06/25/09	Thu	2.00	2.00	770.00	<u>MATTER NAME: 363 SALE ISSUES</u> 1 SUMMARIZED OBJECTIONS AND PLACED OBJECTIONS INTO THE MASTER CHART
	\$385.00	06/29/09	Mon	0.20	0.20	77.00	<u>MATTER NAME: DELPHI</u> 1 EDITED MEMO ON DELPHI/PARNASSUS TRANSACTION
NUMBER OF ENTRIES:				21	97.80	37,653.00	
SSCH SCHMIDT, S	\$385.00	09/02/09	Wed	0.50	0.50	192.50	<u>MATTER NAME: CASE ADMINISTRATION</u> 1 MEETING WITH J. SHARRET AND G. PLOTKO RE CASE ASSIGNMENTS AND BACKGROUND.

~ See the last page of exhibit for explanation

EXHIBIT B
ATTORNEYS NOT YET ADMITTED TO THE BAR
Kramer Levin Naftalis & Frankel

TIMEKEEPER	RATE	DATE	ENTRY HOURS	HOURS	FEES	TASK HOURS ~	DESCRIPTION
SSCH SCHMIDT, S	\$385.00	09/02/09	Wed	2.50	962.50		<u>MATTER NAME: MOTIONS</u> 1 SUMMARIES OF MOTIONS FOR THE COMMITTEE
	\$385.00	09/03/09	Thu	6.50	2,502.50		<u>MATTER NAME: MOTIONS</u> 1 SUMMARIES OF MOTIONS FOR THE COMMITTEE.
	\$385.00	09/10/09	Thu	2.00	770.00		<u>MATTER NAME: AUTOMATIC STAY MATTERS/RELIEF</u> 1 SUMMARY OF DETROIT DIESEL'S MOTION TO EXTEND THE STAY.
	\$385.00	09/29/09	Tue	2.00	770.00		<u>MATTER NAME: GENERAL ADVERSARY PROCEEDINGS</u> 1 PREPARING FOR HEARING RE NARUMANCHI'S PROCEEDING
	\$385.00	09/30/09	Wed	7.00	2,695.00		<u>MATTER NAME: GENERAL ADVERSARY PROCEEDINGS</u> 1 ATTEND HEARING RE NARUMANCHI'S ADVERSARY PLEADING AND PREPARE SUMMARY FOR THE COMMITTEE.
	\$385.00	09/30/09	Wed	1.50	577.50		<u>MATTER NAME: CREDITOR COMMUNICATIONS</u> 1 MEETING WITH J. SHARRET AND L. MACKSOUDE RE CALLING CREDITORS ABOUT FILING CLAIMS; 2 REVIEW BAR DATE ORDER AND FORMS.
NUMBER OF ENTRIES:			7	22.00	8,470.00		
Total				297.80	\$122,267.00		
Number of Entries:				69			

~ See the last page of exhibit for explanation

EXHIBIT B
ATTORNEYS NOT YET ADMITTED TO THE BAR
Kramer Levin Natfais & Frankel

TIMEKEEPER NAME	INITIALS	HOURS	RATE	FEES
AMSTER, J	JSAM	56.40	\$520.00	29,328.00
FORD, S	SFOR	73.90	\$385.00	28,451.50
GREENBERG, E	ESGR	47.70	\$385.00	18,364.50
REGAL, V	VREG	97.80	\$385.00	37,653.00
SCHMIDT, S	SSCH	22.00	\$385.00	8,470.00
		297.80		\$122,267.00

SUMMARY OF HOURS AND FEES BY MATTER

MATTER NAME	HOURS	FEES
363 SALE ISSUES	28.10	10,818.50
AUTOMATIC STAY MATTERS/RELIEF	2.00	770.00
CASE ADMINISTRATION	0.50	192.50
CORPORATE & SECURITIES MATTERS	7.20	3,744.00
CREDITOR COMMUNICATIONS	1.50	577.50
DELPHI	5.20	2,002.00
DIP FINANCING/CASH COLLATERAL	2.20	1,144.00
DISCOVERY/DEPOSITIONS	12.60	4,851.00
GENERAL ADVERSARY PROCEEDINGS	9.00	3,465.00
HEARINGS	0.50	192.50
MOTIONS	11.50	4,427.50
PRE-PETITION COLLATERAL REVIEW	47.00	24,440.00
TORT AND SUCCESSOR LIABILITY ISSUES	170.50	65,642.50
	297.80	\$122,267.00

(-) REASONS FOR TASK HOUR ASSIGNMENTS

A Task Hours Allocated By Fee Auditor
F FINAL BILL

EXHIBIT C

(Clerical/Administrative Tasks)

EXHIBIT C
CLERICAL/ADMINISTRATIVE TASKS (DANNIE CHO)
Kramer Levin Nafalis & Frankel

TIMEKEEPER NAME	INITIALS	HOURS	RATE	FEES
CHO, D	DCHO	147.90	\$385.00	56,941.50
		3.80	\$440.00	1,672.00
		151.70		\$58,613.50

MATTER NAME	HOURS	FEES
363 SALE ISSUES	1.50	577.50
GENERAL ADVERSARY PROCEEDINGS	13.10	5,252.50
MOTIONS	137.10	52,783.50
	151.70	\$58,613.50

EXHIBIT C
CLERICAL/ADMINISTRATIVE TASKS (DANNIE CHO)
Kramer Levin Naffais & Frankel

TIMEKEEPER	RATE	DATE	ENTRY HOURS	HOURS	FEES	TASK HOURS -	DESCRIPTION
DCHO CHO, D	\$385.00	06/04/09	Thu	3.80	1,463.00		<u>MATTER NAME: MOTIONS</u> 1 ANALYZE AND MANAGE DOCKET FILINGS
	\$385.00	06/05/09	Fri	5.90	2,271.50		<u>MATTER NAME: MOTIONS</u> 1 ANALYZE AND SUMMARIZE DOCKET FILINGS/MOTIONS
	\$385.00	06/08/09	Mon	7.10	1,843.00	4.80 F	<u>MATTER NAME: MOTIONS</u> 1 ANALYZE/SUMMARIZE CASE FILINGS (4.8);
						1.60 F	2 ANALYZE CASE FILE (1.6);
						0.70 F	3 COORDINATE/ORGANIZE FILINGS DATABASE (0.7).
	\$385.00	06/09/09	Tue	5.60	2,156.00		<u>MATTER NAME: MOTIONS</u> 1 ANALYZE AND SUMMARIZE PERTINENT CASE FILINGS.
	\$385.00	06/10/09	Wed	6.60	2,541.00		<u>MATTER NAME: MOTIONS</u> 1 ANALYZE AND SUMMARIZE PERTINENT CASE FILINGS.
	\$385.00	06/11/09	Thu	4.50	1,732.50		<u>MATTER NAME: MOTIONS</u> 1 ANALYZE AND SUMMARIZE PERTINENT CASE FILINGS
	\$385.00	06/12/09	Fri	4.40	1,694.00		<u>MATTER NAME: MOTIONS</u> 1 ANALYZE AND SUMMARIZE PERTINENT CASE FILINGS
	\$385.00	06/15/09	Mon	5.60	2,156.00		<u>MATTER NAME: MOTIONS</u> 1 ANALYZE AND SUMMARIZE CASE FILINGS
	\$385.00	06/16/09	Tue	8.20	3,157.00		<u>MATTER NAME: MOTIONS</u> 1 ANALYZE AND SUMMARIZE PERTINENT FILINGS AND MOTIONS.
	\$385.00	06/17/09	Wed	7.50	2,887.50		<u>MATTER NAME: MOTIONS</u> 1 ANALYZE AND SUMMARIZE PERTINENT FILINGS AND MOTIONS.
	\$385.00	06/18/09	Thu	9.50	3,657.50	6.50 F	<u>MATTER NAME: MOTIONS</u> 1 ANALYZE AND SUMMARIZE PERTINENT FILINGS AND MOTIONS (6.5)
						3.00 F	2 AND CONTINUOUSLY MONITOR DOCKET AND UPDATE FILINGS DATABASES (3.0)

~ See the last page of exhibit for explanation

EXHIBIT C
CLERICAL/ADMINISTRATIVE TASKS (DANNIE CHO)
Kramer Levin Nafalis & Frankel

TIMEKEEPER	RATE	DATE	ENTRY HOURS	HOURS	FEES	TASK HOURS	DESCRIPTION
DCHO CHO, D	\$385.00	06/19/09	Fri	14.50	13.20	13.20 F	MATTER NAME: MOTIONS 1 ANALYZE AND SUMMARIZE PERTINENT FILINGS AND MOTIONS AND CONTINUOUSLY MONITOR DOCKET AND UPDATE FILINGS DATABASES (13.2)
						1.30 F	2 CORRESPONDENCE WITH OTHER TEAM MEMBERS ANALYZING MOTIONS AND DATABASE UPDATES (1.3)
	\$385.00	06/22/09	Mon	10.50	10.50	6.50 F	MATTER NAME: MOTIONS 1 ANALYZE AND SUMMARIZE PERTINENT FILINGS AND MOTIONS (6.5)
						4.00 F	2 AND CONTINUOUSLY MONITOR DOCKET AND UPDATE FILINGS DATABASES (4.0)
	\$385.00	06/23/09	Tue	11.00	11.00	7.00 F	MATTER NAME: MOTIONS 1 ANALYZE AND SUMMARIZE PERTINENT FILINGS AND MOTIONS (7.0)
						4.00 F	2 AND CONTINUOUSLY MONITOR DOCKET AND UPDATE FILINGS DATABASES (4.0)
	\$385.00	06/24/09	Wed	10.70	10.70	7.80 F	MATTER NAME: MOTIONS 1 ANALYZE AND SUMMARIZE PERTINENT FILINGS AND MOTIONS (7.8)
						2.90 F	2 AND CONTINUOUSLY MONITOR DOCKET AND UPDATE FILINGS DATABASES (2.9)
	\$385.00	06/25/09	Thu	8.00	8.00	5.00 F	MATTER NAME: MOTIONS 1 ANALYZE AND SUMMARIZE PERTINENT FILINGS AND MOTIONS (5.0)
						3.00 F	2 AND CONTINUOUSLY MONITOR DOCKET AND UPDATE FILINGS DATABASES (3.0)
	\$385.00	06/26/09	Fri	4.20	4.20	2.00 F	MATTER NAME: MOTIONS 1 ANALYZE AND SUMMARIZE PERTINENT FILINGS AND MOTIONS (2.0)
						2.20 F	2 AND CONTINUOUSLY MONITOR DOCKET AND UPDATE FILINGS DATABASES (2.2)
	\$385.00	06/28/09	Sun	1.50	1.50		MATTER NAME: 363 SALE ISSUES 1 ANALYZE AND SUMMARIZE PERTINENT FILINGS AND MOTIONS AND CONTINUOUSLY MONITOR DOCKET AND UPDATE FILINGS DATABASES
	\$385.00	07/01/09	Wed	3.50	3.50		MATTER NAME: MOTIONS 1 ANALYZE, ORGANIZE, AND SUMMARIZE CONSUMER PRIVACY OMBUDSMAN REPORT
	\$385.00	07/02/09	Thu	2.70	2.00	0.70 F	MATTER NAME: MOTIONS 1 MONITOR DOCKET (7)
						2.00 F	2 ANALYZE PERTINENT FILINGS (2.0), INCLUDING MOTIONS FOR RELIEF FROM STAY AND OBJECTIONS TO VARIOUS MOTIONS.
	\$385.00	07/06/09	Mon	1.80	1.80		MATTER NAME: MOTIONS 1 ANALYZE FILINGS AND DECISIONS.

~ See the last page of exhibit for explanation

EXHIBIT C
CLERICAL/ADMINISTRATIVE TASKS (DANNIE CHO)
Kramer Levin Natfalis & Frankel

TIMEKEEPER	RATE	DATE	ENTRY HOURS	HOURS	FEES	TASK HOURS ~	DESCRIPTION
DCHO CHO, D	\$385.00	07/15/09	Wed	1.20	0.40	0.60 F 0.40 F 0.20 F	MATTER NAME: MOTIONS 1 MONITOR DOCKET (.6), 2 ANALYZE PERTINENT FILINGS (.4), 3 ORGANIZE FILINGS (.2).
	\$385.00	07/16/09	Thu	1.00	0.50	0.50 F 0.50 F	MATTER NAME: MOTIONS 1 MONITOR DOCKET (.5), 2 ANALYZE PERTINENT FILINGS (.5).
	\$385.00	07/20/09	Mon	0.50	0.50	1	MATTER NAME: MOTIONS 1 REVIEW AND ANALYZE RELEVANT FILINGS.
	\$385.00	07/22/09	Wed	0.60	0.20	0.40 F 0.20 F	MATTER NAME: MOTIONS 1 MONITOR (.4) 2 AND ANALYZE RELEVANT FILINGS (.2).
	\$385.00	07/24/09	Fri	0.50	0.50	1	MATTER NAME: MOTIONS 1 REVIEW AND ANALYZE RELEVANT FILINGS.
	\$385.00	07/27/09	Mon	0.50	0.50	1	MATTER NAME: MOTIONS 1 REVIEW AND ANALYZE RELEVANT FILINGS.
	\$385.00	08/06/09	Thu	3.20	3.20	1	MATTER NAME: MOTIONS 1 ANALYZE AND SUMMARIZE PERTINENT FILINGS.
	\$385.00	08/21/09	Fri	1.50	1.50	1	MATTER NAME: GENERAL ADVERSARY PROCEEDINGS 1 ANALYZE FILINGS IN BHAVATARINI ADVERSARY PROCEEDING.
	\$385.00	08/24/09	Mon	4.50	4.50	1	MATTER NAME: GENERAL ADVERSARY PROCEEDINGS 1 ANALYZE AND SUMMARIZE FILINGS IN NARUMANCHI ADVERSARY PROCEEDING.
	\$385.00	08/25/09	Tue	3.30	3.30	1	MATTER NAME: GENERAL ADVERSARY PROCEEDINGS 1 ANALYZE AND SUMMARIZE FILINGS IN NARUMANCHI ADVERSARY PROCEEDING.
	\$440.00	09/27/09	Sun	3.80	3.80	1	MATTER NAME: GENERAL ADVERSARY PROCEEDINGS 1 ANALYZE AND SUMMARIZE FILINGS IN NARUMANCHI ADVERSARY PROCEEDING.
NUMBER OF ENTRIES:			32	151.70	58,613.50		

~ See the last page of exhibit for explanation

EXHIBIT C
CLERICAL/ADMINISTRATIVE TASKS (DANNIE CHO)
Kramer Levin Natfalis & Frankel

TIMEKEEPER	RATE	DATE	ENTRY HOURS	HOURS	FEES	TASK HOURS	DESCRIPTION
Total				151.70	\$58,613.50		
Number of Entries:	32						

EXHIBIT C
CLERICAL/ADMINISTRATIVE TASKS (DANNIE CHO)
Kramer Levin Nattalis & Frankel

TIMEKEEPER NAME	INITIALS	HOURS	RATE	FEES
CHO, D	DCHO	147.90	\$385.00	56,941.50
		3.80	\$440.00	1,672.00
		151.70		\$58,613.50

SUMMARY OF HOURS AND FEES BY MATTER

MATTER NAME	HOURS	FEES
363 SALE ISSUES	1.50	577.50
GENERAL ADVERSARY PROCEEDINGS	13.10	5,252.50
MOTIONS	137.10	52,783.50
	151.70	\$58,613.50

(-) REASONS FOR TASK HOUR ASSIGNMENTS
F FINAL BILL

EXHIBIT D

(Block Billing)

EXHIBIT D
BLOCK BILLING
Kramer Levin Nafais & Frankel

TIMEKEEPER NAME	INITIALS	HOURS	RATE	FEES
ALMEDA, D	DEAL	16.20	\$270.00	4,374.00
AUGUSTE, C	CSAU	5.90	\$700.00	4,130.00
BARRON, D	DBAR	35.40	\$260.00	9,204.00
BLADES, M	MBLA	6.10	\$520.00	3,172.00
CAMPANA, K	KVCA	10.80	\$650.00	7,020.00
CHASS, M	MCHA	4.60	\$645.00	2,967.00
DAVIS, J	JDAV	48.40	\$650.00	31,460.00
ECKSTEIN, K	KHEC	9.10	\$930.00	8,463.00
FINGER, T	TFIN	3.30	\$660.00	2,178.00
FOLB, K	KFOL	2.00	\$635.00	1,270.00
FREJKA, E	ESFR	3.30	\$670.00	2,211.00
HERZOG, B	BHER	3.60	\$750.00	2,700.00
HOROWITZ, G	GHOR	1.40	\$715.00	1,001.00
KATZ, A	ARKA	3.50	\$485.00	1,697.50
KOPELMAN, K	KPKO	3.30	\$835.00	2,755.50
KROUNER, S	SKRO	1.30	\$715.00	929.50
LEVINE, D	DULE	4.50	\$660.00	2,970.00
MACSOUND, L	LMMA	39.20	\$585.00	22,932.00
		4.40	\$600.00	2,640.00
		4.10	\$930.00	3,813.00
MAYER, T	TMMA	20.60	\$735.00	15,141.00
MOLNER, T	TEMO	113.00	\$615.00	69,495.00
NOVOD, G	GNOV	3.20	\$385.00	1,232.00
PATT, E	EPAT	5.90	\$665.00	3,923.50
PLOTKO, G	GGPL	5.30	\$385.00	2,040.50
REGAL, V	VREG	5.30	\$775.00	4,107.50
REZNICK, A	AREZ	2.40	\$650.00	1,560.00
RIGEL, B	BRIG	10.70	\$680.00	7,276.00
ROCHON, J	JROC	96.70	\$795.00	76,876.50
ROGOFF, A	ACRO	1.10	\$600.00	660.00
ROSENSAFT, J	JROS	40.20	\$735.00	29,547.00
SCHMIDT, R	RTSC	1.50	\$385.00	577.50
SCHMIDT, S	SSCH	34.00	\$440.00	14,960.00
SHARRET, J	JSHA	8.10	\$485.00	3,928.50
STOOPACK, H	HOST	5.90	\$695.00	4,100.50
SURIS, L	LSUR	2.20	\$105.00	231.00
TAYLOR, J	JTAY	61.90	\$635.00	39,306.50
VESSEY, J	JBVE	5.40	\$485.00	2,619.00
WAXMAN, H	HRWA	13.40	\$635.00	8,509.00
WECHSLER, E	ESWE	12.30	\$700.00	8,610.00
		659.50		\$412,588.50

EXHIBIT D
BLOCK BILLING
Kramer Levin Naftalis & Frankel

MATTER NAME	HOURS	FEES
363 SALE ISSUES	88.40	56,146.50
363 TRANSACTION: MASTER PURCHASE AGREEMENT ISSUES	54.00	36,401.50
363 TRANSACTION: TRANSITION SERVICES AGREEMENT	94.70	61,768.50
APPELLATE ISSUES	4.90	2,215.50
CASE ADMINISTRATION	45.40	17,066.00
CLAIMS ADMINISTRATION & OBJECTIONS	4.70	3,112.50
COMMITTEE MEETINGS/COMMUNICATIONS	39.30	22,579.50
CORPORATE & SECURITIES MATTERS	16.60	11,455.00
CREDITOR COMMUNICATIONS	6.90	3,120.00
DEALERSHIP MATTERS	29.40	21,575.00
DELPHI	21.20	11,781.50
DISCOVERY/DEPOSITIONS	13.90	8,820.50
EMPLOYEE BENEFITS/LABOR ISSUES	1.40	1,029.00
ENVIRONMENTAL ISSUES	12.60	8,319.50
EXECUTORY CONTRACT	16.20	12,246.00
FEE APPLICATION/MONTHLY INVOICES	2.50	1,837.50
HEARINGS	19.90	13,962.00
MEETINGS WITH DEBTORS/OTHER MAJOR CONSTITUENTS	8.80	6,681.00
MOTIONS	79.90	53,826.50
PLAN & DISCLOSURE STATEMENT	2.80	2,226.00
PRE-PETITION COLLATERAL REVIEW	28.80	11,986.50
RETENTION OF PROFESSIONALS	43.40	28,357.50
SUPPLIER MATTERS	3.10	2,332.50
TAX ISSUES	18.00	11,532.50
TORT AND SUCCESSOR LIABILITY ISSUES	2.70	2,210.00
	659.50	\$412,588.50

EXHIBIT D
BLOCK BILLING
Kramer Levin Naffais & Frankel

TIMEKEEPER	RATE	DATE	ENTRY HOURS	HOURS	FEES	TASK HOURS -	DESCRIPTION
DEAL ALMEIDA, D	\$270.00	06/19/09	Fri	7.30	1,971.00		<p>MATTER NAME: <u>PRE-PETITION COLLATERAL REVIEW</u></p> <p>1 <u>CONTIN RVW. DESOS UCC SEARCHES.</u></p> <p>2 <u>SORT & SEGREGATE LOCAL FIXTURE FILINGS & DELIVER SAME TO M. WEFELS.</u></p> <p>3 <u>SORT OTHER LIEN FILINGS INCLUDING JUDGMENT/PENDING SUITS.</u></p> <p>4 <u>MTG. TICS & DISCS. W/ ALYSSA. MICHAEL WEFELS ET AL RE: RVW. CHART FIXTURE FILINGS. MISOS & ARGONAUT UCC FILINGS.</u></p> <p>5 <u>E-MAILS TO & TICS W/ MICHAEL ET AL SAMPLE CHART & COLLATERAL DESCRIPTIONS.</u></p>
	\$270.00	07/13/09	Mon	4.80	1,296.00		<p>MATTER NAME: <u>PRE-PETITION COLLATERAL REVIEW</u></p> <p>1 <u>ATTENTION TO GM LIEN SEARCH FILES.</u></p> <p>2 <u>GROUP & ORG. DESOS UCC FILES.</u></p>
	\$270.00	07/14/09	Tue	2.00	540.00		<p>MATTER NAME: <u>PRE-PETITION COLLATERAL REVIEW</u></p> <p>1 <u>CONTINUE GROUPING AND ORG. GM DESOS UCC FILES.</u></p> <p>2 <u>INTS. TO E. KAPLAN RE: SAME.</u></p>
	\$270.00	07/22/09	Wed	2.10	567.00		<p>MATTER NAME: <u>PRE-PETITION COLLATERAL REVIEW</u></p> <p>1 <u>DISC. GM SUBS. & ARGONAUT HOLDINGS UCC SUMMARY CHART W/ J. AMSTER.</u></p> <p>2 <u>RVS. TO SAME.</u></p> <p>3 <u>BLACKLINE. PRINT & E-MAIL REVISED COPIES TO A. KATZ.</u></p>
	NUMBER OF ENTRIES:			4	16.20	4,374.00	
CSAU AUGUSTE, C	\$700.00	06/12/09	Fri	1.50	1,050.00		<p>MATTER NAME: <u>DEALERSHIP MATTERS</u></p> <p>1 <u>ATTENTION TO A. ROGOFF'S QUESTIONS REGARDING CLAIMS AGAINST THE ESTATE RE REJECTIONS OF DEALER AGREEMENTS, TERMINATED DEALER AGREEMENTS RE TERMINATED DEALERS.</u></p> <p>2 <u>RESPONSIBILITY OF OLD GM AND NEW GM.</u></p> <p>3 <u>DISCUSS WITH D. LEVINE.</u></p>
	\$700.00	06/25/09	Thu	2.50	1,750.00		<p>MATTER NAME: <u>DEALERSHIP MATTERS</u></p> <p>1 <u>ATTENTION TO WIND DOWN AGREEMENTS, CHANNEL AGREEMENT.</u></p> <p>2 <u>TIC W/S. JORNIGAN RE SANDWICH LEASES.</u></p> <p>3 <u>REVIEW MPA RE CHANNEL AGREEMENT, SITE CENTER AGREEMENTS AND A HOLDINGS INC.</u></p>
	\$700.00	07/07/09	Tue	1.20	840.00		<p>MATTER NAME: <u>DEALERSHIP MATTERS</u></p> <p>1 <u>COMMUNICATE WITH A. ROGOFF RE BRAND SALES.</u></p> <p>2 <u>TIC W/ D. ALSTER (EVERCORE) AND JUAN SANTAMBROGIO (FTI). REVIEW FTI'S REQUEST FOR INFORMATION FROM EVERCORE.</u></p>

~ See the last page of exhibit for explanation

EXHIBIT D
BLOCK BILLING
Kramer Levin Nafrales & Frankel

TIMEKEEPER	RATE	DATE	ENTRY HOURS	HOURS	FEES	TASK HOURS	DESCRIPTION
CSAU AUGUSTE, C	\$700.00	07/13/09	Mon	0.70	490.00	0.70	MATTER NAME: DEALERSHIP MATTERS 1 FURTHER DISCUSSIONS WITH FTI RE RELEASE OF INFORMATION RE BRAND SALES AND DEALER ISSUES. 2 TIC W/D ALLISTER OF EVERCORE RE SCHEDULING A CALL 3 DISCUSSEMAIL W/ A. ROGOFF RE STATUS.
	NUMBER OF ENTRIES:			4	5.90	4,130.00	
	\$260.00	06/16/09	Tue	2.10	546.00	2.10	MATTER NAME: CASE ADMINISTRATION 1 MEET W/ GAITES RE PREPARING CASE DATABASE; 2 PREPARE FILINGS TO BE ADDED TO M1 DRIVE; 3 EMAILS TO CHO RE SAME; 4 PREPARE INDEX OF GM FILINGS
	\$260.00	06/17/09	Wed	5.50	1,430.00	5.50	MATTER NAME: CASE ADMINISTRATION 1 PREPARE FILINGS TO BE ADDED TO M1 DRIVE; 2 EMAILS TO CHO RE SAME; 3 PREPARE INDEX OF GM FILINGS
DBAR BARRON, D	\$260.00	06/18/09	Thu	6.30	1,638.00	6.30	MATTER NAME: CASE ADMINISTRATION 1 PREPARE FILINGS TO BE ADDED TO M1 DRIVE; 2 PREPARE INDEX OF GM FILINGS
	\$260.00	06/19/09	Fri	4.20	1,092.00	4.20	MATTER NAME: CASE ADMINISTRATION 1 PREPARE FILINGS TO BE ADDED TO M1 DRIVE; 2 PREPARE INDEX OF GM FILINGS; 3 COMMUNICATIONS W/ CHO RE SAME
	\$260.00	06/22/09	Mon	2.40	624.00	2.40	MATTER NAME: CASE ADMINISTRATION 1 PREPARE FILINGS TO BE ADDED TO M1 DRIVE; 2 PREPARE AND REVISE INDICES OF GM FILINGS; 3 COMMUNICATIONS W/ CHO RE SAME
	\$260.00	06/24/09	Wed	1.40	364.00	1.40	MATTER NAME: CASE ADMINISTRATION 1 PREPARE FILINGS TO BE ADDED TO M1 DRIVE; 2 PREPARE AND REVISE INDICES OF GM FILINGS; 3 COMMUNICATIONS W/ CHO RE SAME

~ See the last page of exhibit for explanation

EXHIBIT D
BLOCK BILLING
Kramer Levin Natfalis & Frankel

TIMEKEEPER	RATE	DATE	ENTRY HOURS	HOURS	FEES	TASK HOURS -	DESCRIPTION
DBAR BARRON, D	\$260.00	06/25/09	Thu	3.20	832.00	3.20	MATTER NAME: CASE ADMINISTRATION 1 PREPARE FILINGS TO BE ADDED TO M1 DRIVE; 2 UPDATE INDEX OF GM FILINGS
	\$260.00	06/26/09	Fri	1.60	416.00	1.60	MATTER NAME: CASE ADMINISTRATION 1 PREPARE ADDITIONAL FILINGS TO BE ADDED TO M1 DRIVE; 2 UPDATE INDEX OF GM FILINGS
\$260.00	06/29/09	Mon	7.00	1,820.00	7.00	MATTER NAME: CASE ADMINISTRATION 1 PREPARE SUPPLEMENTAL GM PRODUCTION TO BE ADDED TO CONCORDANCE DATABASE; 2 PREPARE ADDITIONAL FILINGS TO BE ADDED TO M1 DRIVE; 3 UPDATE INDEX OF GM FILINGS; 4 PREPARE ELECTRONIC FILES FOR DEPOSITIONS; 5 ORGANIZE DEPOSITION EXHIBITS; 6 ARRANGE COVERAGE FOR HEARING TASKS	
\$260.00	06/30/09	Tue	8.30	442.00	1.70	3.20 F 1.50 F 0.85 A 0.85 A 0.90 F 0.50 F 0.50 F	MATTER NAME: DISCOVERY/DEPOSITIONS 1 PREPARE DEPOSITION MATERIALS FOR ATTY REVIEW IN ANTICIPATION OF 7/1/2009 HEARING (3.2); 2 PREPARE SUPPLEMENTAL GM PRODUCTION TO BE ADDED TO CONCORDANCE DATABASE (1.5); 3 PREPARE ADDITIONAL FILINGS TO BE ADDED TO M1 DRIVE; 4 UPDATE INDEX OF GM FILINGS (1.7); 5 PREPARE ELECTRONIC FILES FOR DEPOSITIONS (9); 6 ORGANIZE DEPOSITION EXHIBITS (5); 7 ARRANGE COVERAGE FOR COURT HEARING TASKS (5)
NUMBER OF ENTRIES:			10	35.40	9,204.00		
MBLA BLADES, M	\$520.00	06/15/09	Mon	2.40	1,248.00	2.40	MATTER NAME: TAX ISSUES 1 RESEARCH RE: TRADING ORDER; 2 CONFERENCE WITH B. HERZOG RE: SAME.
	\$520.00	06/29/09	Mon	3.70	1,924.00	3.70	MATTER NAME: TAX ISSUES 1 CONFERENCE WITH B. HERZOG AND 2 RESEARCH RE: TAX STRUCTURE.
NUMBER OF ENTRIES:			2	6.10	3,172.00		
KVCA							

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EXHIBIT D
BLOCK BILLING
Kramer Levin Natfalis & Frankel

TIMEKEEPER	RATE	DATE	ENTRY HOURS	HOURS	FEES	TASK HOURS -	DESCRIPTION
KVCA CAMPANA, K	\$650.00	06/08/09	Mon	4.00	4.00	2,600.00	<u>MATTER NAME: PRE-PETITION COLLATERAL REVIEW</u> 1 <u>CONFERENCES WITH A. KATZ AND J. AMSTER REGARDING COLLATERAL REVIEW;</u> 2 <u>REVIEW REVISED TERM LOAN AND REVOLVER SUMMARIES;</u>
	\$650.00	06/10/09	Wed	1.30	1.30	845.00	<u>MATTER NAME: PRE-PETITION COLLATERAL REVIEW</u> 1 <u>REVIEW UCC FUTURE FILING CHART FOR TERM LOAN;</u> 2 <u>CONFERENCE WITH K. CHIN AND A. ROGOFF REGARDING SCOPE OF COLLATERAL REVIEWS;</u>
	\$650.00	06/23/09	Tue	1.70	1.70	1,105.00	<u>MATTER NAME: 363 SALE ISSUES</u> 1 <u>REVIEW DRAFT COMMITTEE OBJECTION TO SALE; FTI REPORT REGARDING NEW GM AND REVISED OBJECTION;</u> 2 <u>ATTENTION TO EMAILS REGARDING RECOURSE POST SALE</u>
MCHA CHASS, M	\$650.00	07/16/09	Thu	3.80	3.80	2,470.00	<u>MATTER NAME: PRE-PETITION COLLATERAL REVIEW</u> 1 <u>CONFERENCES WITH A. CATON, A. KATZ AND BUTZEL LONG REGARDING UCC-3 TERMINATION ISSUE;</u> 2 <u>CONFERENCE WITH C. MOSES REGARDING SAME;</u> 3 <u>REVIEW COLLATERAL REVIEW MEMORANDA.</u>
	NUMBER OF ENTRIES: 4			10.80		7,020.00	
	\$645.00	06/22/09	Mon	4.60	4.60	2,967.00	<u>MATTER NAME: 363 SALE ISSUES</u> 1 <u>RYW AND FULL MARKUP OF SALE ORDER AND</u> 2 <u>DISCS G. NOVOD RE SAME</u>
JDAV DAVIS, J	NUMBER OF ENTRIES: 1			4.60		2,967.00	
	\$650.00	06/05/09	Fri	4.50	4.50	2,925.00	<u>MATTER NAME: 363 TRANSACTION: TRANSITION SERVICES AGREEMENT</u> 1 <u>PRELIMINARY REVIEW OF TSA.</u> 2 <u>CALLS WWEIL GOTSHAL, AMANDA WEBBER AND JEFF TAYLOR TO OBTAIN COPIES OF TRANSITION SERVICES AGREEMENT AND OTHER RELATED EXHIBITS TO THE MSPA AND REVIEW SAME.</u>
	\$650.00	06/16/09	Tue	7.90	7.90	5,135.00	<u>MATTER NAME: 363 TRANSACTION: TRANSITION SERVICES AGREEMENT</u> 1 <u>REVISE ANNOTATED COMMITTEE MEMO;</u> 2 <u>PREPARE SUMMARY LIST OF ISSUES FOR JENNER AND BLOCK;</u> 3 <u>REVIEW FTI'S SUMMARY LIST OF TSA ISSUES.</u>
	\$650.00	06/17/09	Wed	1.20	1.20	780.00	<u>MATTER NAME: 363 TRANSACTION: TRANSITION SERVICES AGREEMENT</u> 1 <u>COORDINATION ON REAL ESTATE/ENVIRONMENTAL MATTERS FOR COMMITTEE CALL;</u> 2 <u>REVIEW AND COMMENT TO MARK-UP TO TSA PREPARED BY A. FREEDMAN.</u>

~ See the last page of exhibit for explanation

EXHIBIT D
BLOCK BILLING

Kramer Levin Nafalis & Frankel

TIMEKEEPER	RATE	DATE	ENTRY HOURS	HOURS	FEES	TASK HOURS ~	DESCRIPTION
JDAV DAVIS, J	\$650.00	06/21/09	Sun	8.50	6.00	3,900.00	<u>MATTER NAME: 363 TRANSACTION: TRANSITION SERVICES AGREEMENT</u> 1 WORK ON MARK-UP TO TRANSITION SERVICES AGREEMENT AND RELATED SCHEDULES BASED ON JENNER & BLOCK MARK-UP; 2 <u>REVISE ISSUES LIST</u> ; 3 CONF. WITH KOPELMAN, FREEDMAN, FEIN AND FTI. 2.50 S
	\$650.00	06/22/09	Mon	10.50	9.10	5,915.00	<u>MATTER NAME: 363 TRANSACTION: TRANSITION SERVICES AGREEMENT</u> 1 CONF. WITH K. KOPELMAN TO DISCUSS TSA ISSUES; 2 WORKED ON UPDATE MEMO TO COMMITTEE; 3 <u>REVISED/REVISED TSAMLA GRIDS FOR INCLUSION IN MOTION RE: SALE ORDER</u> ; 4 FOIA RESEARCH AND PREPARE LETTER TO TREASURY; 5 CONF. WITH K. KOPELMAN, T. MOLNER AND R. SCHMIDT ON FOIA; 6 <u>PREPARED DOCUMENTATION TO DELIVER TO CWT AND TREASURY</u> . 1.82 A 1.82 A 1.82 A 1.82 A 1.40 S 1.82 A
	\$650.00	06/23/09	Tue	5.50	4.40	2,860.00	<u>MATTER NAME: 363 TRANSACTION: TRANSITION SERVICES AGREEMENT</u> 1 CONF. CALL WITH FTI TO DISCUSS CALL WITH GM AND ALIXPARTNERS; 2 SUMMARY E-MAIL TO TSA WORKING GROUP; 3 <u>REVISED SUMMARY TSA GRID TO REFLECT ISSUES RAISED IN JENNER AND BLOCK TSA REVISIONS</u> . 1.10 S 2.20 A 2.20 A
	\$650.00	06/28/09	Sun	4.00	2.00	1,300.00	<u>MATTER NAME: 363 TRANSACTION: TRANSITION SERVICES AGREEMENT</u> 1 CONF. CALL TO DISCUSS ISSUES LIST TO REVISED TSA; (0.6); 2 CONF. CALL WITH CWT ON OBJECTION GRID (0.8); 3 PREPARE SUMMARY OF CALL WITH CWT (0.6); 4 <u>REVIEW/REVISE UPDATED SUMMARY GRID</u> ; 5 CONF. WITH K. KOPELMAN, A. FREEDMAN AND M. FEIN (2.0). 0.60 F 0.80 F 0.60 F 1.00 A 1.00 A
	\$650.00	06/29/09	Mon	18.00	13.30	8,645.00	<u>MATTER NAME: 363 TRANSACTION: TRANSITION SERVICES AGREEMENT</u> 1 CONF. CALL WITH K. KOPELMAN ON OPEN ISSUES WITH CWT; 2 FOLLOW-UP WITH M. FEIN; 3 CONF. CALL WITH J+B ON OPEN ISSUES IN TSA; 4 CONF. CALL WITH CWT AND J+B ON OPEN ISSUES; 5 <u>PREPARE SUMMARY E-MAIL</u> ; 6 CONF. WITH ALEX FREEDMAN ON DIP LOAN ISSUES RELATING TO TSA; 7 MARK-UP OF TSA AND SCHEDULES; 8 UPDATE STATUS GRID FOR HEARING; 9 REVIEW REVISED DRAFT OF TSA AND RELATED SCHEDULES; 10 <u>REVISE TSA AND PREPARE SUMMARY ISSUES MEMO TO BANKRUPTCY GROUP FOR HEARING</u> . 3.30 S 1.66 A 1.66 A 1.66 A 1.66 A 1.66 A 1.40 S 1.67 A 1.67 A
NUMBER OF ENTRIES:				8	48.40	31,460.00	

~ See the last page of exhibit for explanation

EXHIBIT D
BLOCK BILLING
Kramer Levin Natfalis & Frankel

TIMEKEEPER	RATE	DATE	ENTRY HOURS	HOURS	FEES	TASK HOURS ~	DESCRIPTION
KHEC ECKSTEIN, K	\$930.00	06/12/09	Fri	1.30	1.30	1,209.00	<u>MATTER NAME: TORT AND SUCCESSOR LIABILITY ISSUES</u> 1 <u>REVIEW AND COMMENT RE SUCCESSOR LIABILITY MEMO, COMMENT;</u> 2 <u>CW D BLABEY, A CATON RE SAME (1.3).</u>
	\$930.00	06/15/09	Mon	3.00	2.50	2,325.00	<u>MATTER NAME: CASE ADMINISTRATION</u> 1 <u>WORK ON ALL CASE ISSUES, REVIEW MOTIONS, REVIEW ISSUES LIST, O/C RE SAME (2.5);</u> 2 <u>O/C RE STRATEGY IN CASE (5)</u>
	\$930.00	06/17/09	Wed	1.60	1.60	1,488.00	<u>MATTER NAME: 363 SALE ISSUES</u> 1 <u>REVIEW ISSUES LIST,</u> 2 <u>OUTLINE SALE OBJECTION,</u> 3 <u>CW DB RE 363, TORT CLAIMS, ADMIN SOLVENCY ETC.</u>
TFIN FINGER, T	\$930.00	06/24/09	Wed	1.40	1.40	1,302.00	<u>MATTER NAME: RETENTION OF PROFESSIONALS</u> 1 <u>PREP FOR EVERCORE RETENTION: REVIEW PLEADINGS, AGMT</u> 2 <u>O/C AND</u> 3 <u>CORRESP RE SAME</u>
	\$930.00	07/02/09	Thu	2.30	2.30	2,139.00	<u>MATTER NAME: CORPORATE & SECURITIES MATTERS</u> 1 <u>DISCUSSIONS WITH ALIX RE TERM SHEET, DIRECTOR SELECTION, WIND DOWN BUDGET,</u> 2 <u>MULTIPLE CORRESP RE SAME.</u>
	NUMBER OF ENTRIES: 5				9.10	8,463.00	
KFOL FOLB, K	\$660.00	09/22/09	Tue	3.30	3.30	2,178.00	<u>MATTER NAME: ENVIRONMENTAL ISSUES</u> 1 <u>EMAILS AND CALL WITH K. FOLB RE: MEMO;</u> 2 <u>CALL WITH L. MACKSOLD,</u> 3 <u>REVISE MEMO SECTION</u>
	\$635.00	08/13/09	Mon	2.00	2.00	1,270.00	<u>MATTER NAME: ENVIRONMENTAL ISSUES</u> 1 <u>REVIEW DOCS RE: GM ENVIRONMENTAL SITE, IN FACILITY;</u> 2 <u>REVIEW MSPA PROVISIONS.</u>
	NUMBER OF ENTRIES: 1				2.00	1,270.00	
ESFR							

~ See the last page of exhibit for explanation

EXHIBIT D
BLOCK BILLING
Kramer Levin Natfalis & Frankel

TIMEKEEPER	RATE	DATE	ENTRY HOURS	HOURS	FEES	TASK HOURS ~	DESCRIPTION
ESFR FREJKA, E	\$670.00	06/12/09	Fri	3.60	2,211.00	0.30 F	MATTER NAME: RETENTION OF PROFESSIONALS
						1.65 A	1 DISCUSSIONS WITH TMAYER AND RSCHMIDT REGARDING DISCLOSURE AND CONNECTIONS (3);
						1.65 A	2 DRAFT, EDIT AND REVISE DECLARATION OF TMAYER IN SUPPORT OF RETENTION AND
						1.65 A	3 RESEARCH REGARDING SAME (3.3).
NUMBER OF ENTRIES:				1	2,211.00		
BHER HERZOG, B	\$750.00	06/03/09	Wed	1.70	1,275.00		MATTER NAME: TAX ISSUES
						1	REV. BACKGROUND MATERIALS;
						2	DISCS. RE: STRUCTURE.
							MATTER NAME: TAX ISSUES
GHOR HOROWITZ, G	\$750.00	06/10/09	Wed	1.90	1,425.00	1	DISCS. W/FTI RE: PURCHASE AGREEMENT AND RELATED ISSUES;
						2	RELATED WORK.
							MATTER NAME: TORT AND SUCCESSOR LIABILITY ISSUES
						1	DISCUSSIONS W/T. MAYER, A. ROGOFF, RE ASBESTOS ISSUES.
NUMBER OF ENTRIES:				2	2,700.00		2 REVIEW W/IR GRACE PLEADINGS RE SAME.
ARKA KATZ, A	\$485.00	06/09/09	Tue	3.50	1,697.50		MATTER NAME: PRE-PETITION COLLATERAL REVIEW
						1	TERM LOAN CREDIT AGREEMENT COLLATERAL REVIEW;
						2	DRAFTING MEMO AND REVIEWING DOCUMENTATION
							MATTER NAME: CORPORATE & SECURITIES MATTERS
NUMBER OF ENTRIES:				1	1,697.50		
KPKO KOPELMAN, K	\$835.00	07/07/09	Tue	3.30	2,755.50	1	ATTENTION TO GOVERNANCE PROVISIONS, INCLUDING REVIEW OF EMAILS,
						2	REVIEW AND REVISIONS OF DRAFTS
						3	INCLUDING TALKS AND EMAILS T. MOLNER, A. FREEDMAN;
						4	NUMEROUS CALLS, EMAILS W/A. CATON &
NUMBER OF ENTRIES:				1	1,697.50		5 CALLS W/CWT ATTORNEY (HICKS) RE VARIOUS REVISIONS TO SAME;
							6 TRANSCRIPT REVIEW RE SAME.

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EXHIBIT D
BLOCK BILLING
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TIMEKEEPER	RATE	DATE	ENTRY HOURS	HOURS	FEES	TASK HOURS -	DESCRIPTION
KPKO KOPELMAN, K	NUMBER OF ENTRIES: 1			3.30	2,755.50		
	\$715.00	09/24/09	Thu	1.30	929.50		MATTER NAME: CORPORATE & SECURITIES MATTERS 1 CONF CALL W/T. MAYER & A. ROSENBERG; 2 DISC. W/J. ROSENSAFT.
	NUMBER OF ENTRIES: 1			1.30	929.50		
DJLE LEVINE, D	NUMBER OF ENTRIES: 1			2.00	1,320.00		MATTER NAME: DEALERSHIP MATTERS 1 REVIEW OF PUBLICLY AVAILABLE INFORMATION RE: SALES OF SAAB, HUMMER AND SATURN; 2 DISCUSSIONS WITH AUGUSTE RE: SAME (2.0); 3 REVIEW OF GM PRESENTATION TO CONGRESS RE: DEALERSHIP MATTERS (1.0); 4 CONF. CALL WITH GM, FTI AND KL RE: DISPOSITIONS OF DISCONTINUED BRANDS (1.0).
	\$660.00	06/18/09	Thu	4.00			
	NUMBER OF ENTRIES: 2			4.50	2,970.00		MATTER NAME: DEALERSHIP MATTERS 1 ATTENTION TO ISSUES RELATING TO WIND-DOWN AND TERMINATION AGREEMENTS AND THEIR AFFECT ON CHANNELING AGREEMENTS AND SITE CONTROL AGREEMENTS; 2 REVIEW OF PUBLIC INFORMATION RELATING TO SAAB, HUMMER AND SATURN SALES.
LMMA MACKSOUND, L	NUMBER OF ENTRIES: 1			1.30	780.50		MATTER NAME: CASE ADMINISTRATION 0.43 A 1 REVIEWING ALL SALE OBJECTIONS FILED. 0.43 A 2 REVIEWING MEMORANDUM ON COURT PROCEDURES AND PRECEDENT, 0.44 A 3 CONFERRING WITH R. RINGER REGARDING SAME (1.3); 1.10 F 4 CONFERENCE CALL WITH FTI REGARDING STATUS OF CASE (1.1);
	\$585.00	06/16/09	Tue	2.40			
	NUMBER OF ENTRIES: 2			4.20	2,457.00		MATTER NAME: RETENTION OF PROFESSIONALS 1 REVIEWING AND REVISING EVERCORE OBJECTION. 2 DRAFTING 30(B)(6) NOTICE FOR DEPOSITION OF EVERCORE. REVIEWING AND REVISING SAME;
	NUMBER OF ENTRIES: 1			5.50	3,217.50		MATTER NAME: COMMITTEE MEETINGS/COMMUNICATIONS 2.00 S 1 CONFERENCE CALL WITH COMMITTEE, 3.50 S 2 PREPARATION FOR SAME. FOLLOW UP TO SAME WITH DEBTORS' COUNSEL.
	\$585.00	06/17/09	Wed	5.50			
	NUMBER OF ENTRIES: 1			8.00	4,680.00		MATTER NAME: MOTIONS 1 REVIEWING MOTION TO APPOINT BONDHOLDER COMMITTEE. DRAFTING OBJECTION TO SAME. REVIEWING AND REVISING SAME. 2 RESEARCHING RELATED TO SAME. REVIEWING ALL RELEVANT CASE LAW.
	NUMBER OF ENTRIES: 1			8.00			
	\$585.00	06/17/09	Wed	8.00			
	NUMBER OF ENTRIES: 1			8.00			

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EXHIBIT D
BLOCK BILLING
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TIMEKEEPER	RATE	DATE	ENTRY HOURS	HOURS	FEES	TASK HOURS -	DESCRIPTION
LMMA MACKSOUND, L	\$585.00	06/24/09	Wed	3.00	3.00	1,755.00	<u>MATTER NAME: DEALERSHIP MATTERS</u> 1 CONFERENCE CALL WITH DEALERS REGARDING SALE ORDER. 2 REVISING SALE ORDER TO INCORPORATE DEALER PROTECTIONS.
	\$585.00	06/30/09	Tue	2.20	2.20	1,287.00	<u>MATTER NAME: 363 SALE ISSUES</u> 1 INTERNAL MEETING REGARDING LIMITED OBJECTION TO BE FILED IN CONNECTION WITH THE SALE PROCEEDING, 2 OUTLINING SUCH OBJECTION.
	\$585.00	07/13/09	Mon	4.20	2.20	1,287.00	<u>MATTER NAME: RETENTION OF PROFESSIONALS</u> 1.10 A 1 REVIEW AND REVISE FTI RETENTION APPLICATION, 1.10 A 2 CONFERR WITH FTI REGARDING SAME (2.2), 2.00 F 3 DRAFT INDEMNIFICATION LANGUAGE, CONSIDERATION OF ISSUES WITH RESPECT TO EPIO'S RETENTION APPLICATION (2.0).
	\$585.00	08/03/09	Mon	1.20	1.20	702.00	<u>MATTER NAME: RETENTION OF PROFESSIONALS</u> 1 CONFERR WITH FTI REGARDING REVISED RETENTION APPLICATION, 2 CONFERR WITH US TRUSTEE REGARDING SAME.
	\$585.00	08/11/09	Tue	1.50	1.50	877.50	<u>MATTER NAME: COMMITTEE MEETINGS/COMMUNICATIONS</u> 1 DRAFT SUMMARY OF MEETING FOR COMMITTEE 2 CONFERRING WITH T. MAYER REGARDING SAME, 3 CONFERR WITH DEBTORS' COUNSEL REGARDING SAME.
	\$585.00	08/13/09	Thu	1.60	1.60	936.00	<u>MATTER NAME: COMMITTEE MEETINGS/COMMUNICATIONS</u> 1 REVISE EMAILS TO BE SENT TO COMMITTEE, 2 FINALIZE AND SEND SAME, 3 CONFERR WITH DEBTORS' COUNSEL REGARDING SAME.
	\$585.00	08/13/09	Thu	2.20	1.70	994.50	<u>MATTER NAME: MOTIONS</u> 0.57 A 1 REVIEW MOTION FOR ADMINISTRATIVE EXPENSE FILED BY ENVIRONMENTAL TESTING CORPORATION, 0.57 A 2 REVIEW MEMO OF LAW, 0.56 A 3 CONFERR WITH DEBTORS' COUNSEL REGARDING SAME (1.7), 0.50 F 4 CONSIDERATION OF ISSUES WITH RESPECT TO FILING COMMITTEE OBJECTION (5).
	\$585.00	08/17/09	Mon	5.20	3.10	1,813.50	<u>MATTER NAME: HEARINGS</u> 0.60 F 1 PREPARE FOR OMNIBUS HEARING ON 8/18 (6); 1.55 A 2 CONFERR WITH FTI REGARDING THEIR RETENTION APPLICATION, 1.55 A 3 DRAFT PRESENTATION ON SAME (3.1); 1.20 F 4 CONSIDERATION OF ISSUES WITH RESPECT TO DEBTORS' ISSUES WITH APPLICATION (1.2); 0.30 F 5 ORGANIZE HEARING BINDER (3).

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EXHIBIT D
BLOCK BILLING
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TIMEKEEPER	RATE	DATE	ENTRY HOURS	HOURS	FEES	TASK HOURS -	DESCRIPTION
LMMA MACKSOUND, L	\$585.00	08/26/09	Wed	1.80	1,053.00		<u>MATTER NAME: MEETINGS WITH DEBTORS/OTHER MAJOR CONSTITUENTS</u> 1 <u>COORDINATE MEETING BETWEEN FTI AND KRAMER LEVIN.</u> 2 <u>CONFER WITH FTI AND INTERNALLY REGARDING SAME.</u> 3 <u>PREPARATION FOR SAME.</u>
	\$585.00	08/26/09	Wed	1.90	1,111.50		<u>MATTER NAME: ENVIRONMENTAL ISSUES</u> 1 <u>DRAFT OUTLINE OF ENVIRONMENTAL MEMO.</u> 2 <u>CONFER WITH G. PLOTKO REGARDING SAME.</u>
	\$600.00	09/11/09	Fri	2.00	1,200.00		<u>MATTER NAME: CLAIMS ADMINISTRATION & OBJECTIONS</u> 1 <u>DRAFTING ADDITIONAL REVISIONS TO BAR DATE MOTION.</u> 2 <u>CONFERRING WITH DEBTORS' COUNSEL REGARDING SAME.</u>
TMMA MAYER, T	\$600.00	09/16/09	Wed	2.40	1,440.00		<u>MATTER NAME: COMMITTEE MEETINGS/COMMUNICATIONS</u> 1 <u>DRAFTING SUMMARY OF ARGUMENTS TO DISCUSS ON NEXT COMMITTEE CALL.</u> 2 <u>REVIEWING RELEVANT CASE LAW REGARDING SAME.</u>
	NUMBER OF ENTRIES: 16			43.60	25,572.00		
	\$930.00	06/09/09	Tue	1.00	930.00		<u>MATTER NAME: MEETINGS WITH DEBTORS/OTHER MAJOR CONSTITUENTS</u> 1 <u>PREP FOR MEETING WITH DEBTORS: CONFERENCES, TICS W/ K. ECKSTEIN, R. SCHMIDT, A. CATON, A. ROGOFF, J. SHARRET, G. NOVOD, HARVEY MILLER, STEVE KAROTKIN, FTI TEAM.</u>
TEMO MOLNER, T	\$930.00	06/29/09	Mon	4.30	2,883.00	1.55 A	<u>MATTER NAME: HEARINGS</u> 1 <u>FURTHER HEARING PREP: REVIEW DEPOSITION TRANSCRIPTS, PUNCH LIST FOR MAJOR OPEN ISSUES ON DOCUMENTATION</u> 2 <u>REVIEW DEBTORS' REPLY AND OTHER PARTIES' OBJECTIONS;</u> 3 <u>FOLLOW-UP MEETING WITH K. ECKSTEIN, A. ROGOFF, R. SCHMIDT, G. NOVOD, D. BLABEY, L. MACKSOUND RE PREPARATION FOR HEARING;</u>
	NUMBER OF ENTRIES: 2			4.10	3,813.00	1.20 S	
	\$735.00	06/04/09	Thu	2.00	1,470.00	1.55 A	<u>MATTER NAME: CASE ADMINISTRATION</u> 1 <u>ORG MEETING.</u> 2 <u>REVIEW MATERIALS.</u> 3 <u>CONFS RE: ISSUES AND WORKING TEAM.</u>
	\$735.00	06/08/09	Mon	2.00	1,470.00		<u>MATTER NAME: 363 TRANSACTION: MASTER PURCHASE AGREEMENT ISSUES</u> 1 <u>REVIEW DOCS, ISSUES LIST.</u> 2 <u>CONS RE: NEXT STEPS.</u>

~ See the last page of exhibit for explanation

EXHIBIT D
BLOCK BILLING
Kramer Levin Nafalis & Frankel

TIMEKEEPER	RATE	DATE	ENTRY HOURS	HOURS	FEES	TASK HOURS -	DESCRIPTION
TEMO MOLNER, T	\$735.00	06/16/09	Tue	3.20	2,352.00		MATTER NAME: CORPORATE & SECURITIES MATTERS 1 PUBLIC COMPANY INFO. 2 REVISED ISSUES LIST.
	\$735.00	06/21/09	Sun	2.80	2,058.00		MATTER NAME: 363 TRANSACTION: TRANSITION SERVICES AGREEMENT 1 REVIEW TSA REVISIONS. 2 REVIEW LICENSE. 3 REVIEW LISTS. 4 CONS.
	\$735.00	06/22/09	Mon	3.00	2,205.00		MATTER NAME: 363 TRANSACTION: TRANSITION SERVICES AGREEMENT 1 REVIEW TSA ISSUES, LEASE ISSUES. 2 CONS RE: FOIA. 3 CONS RE: DOC TO TREASURY. 4 CONS RE: TAX AND BENEFITS ISSUES. 5 REVIEW REVISED LISTS REVIEW FOIA REQUEST. 6 CONS RE: ISSUES ON APPROVAL.
	\$735.00	06/29/09	Mon	5.00	3,675.00		MATTER NAME: 363 TRANSACTION: MASTER PURCHASE AGREEMENT ISSUES 1 CON W/ T. MAYER RE: OPEN ISSUES. 2 CON W/ JB. 3 REVIEW ISSUES LIST. 4 UPDATED CHART FOR COMMITTEE. 5 HIGHLIGHTS FOR T. MAYER.
	\$735.00	07/03/09	Fri	2.60	1,911.00		MATTER NAME: 363 TRANSACTION: MASTER PURCHASE AGREEMENT ISSUES 1 E-MAILS AND CALLS. 2 ISSUES LIST TO CWT.
NUMBER OF ENTRIES:				7	20.60	15,141.00	
GNOV NOVOD, G	\$615.00	06/05/09	Fri	5.60	2,029.50		MATTER NAME: CASE ADMINISTRATION 0.66 A 1 CALLS W/ RICH KLEIN, JEFFERIES, JOHN MADDEN-CHANIN, 0.66 A 2 CALL W/ STEVE STROM, 0.66 A 3 CALL W/ T. MAYER, 0.66 A 4 CALL W/ CONOR TULLY, 0.66 A 5 CALL W/ CHRIS L. (3.3). 2.30 F 6 EMAILS RE CASE ADMINISTRATION, MONDAY'S MEETING, BANKER INTERVIEWS. (2.3).

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EXHIBIT D
BLOCK BILLING
Kramer Levin Nafalis & Frankel

TIMEKEEPER	RATE	DATE	ENTRY HOURS	HOURS	FEES	TASK HOURS -	DESCRIPTION
GNOV NOVOD, G	\$615.00	06/07/09	Sun	3.00	1,845.00	<u>MATTER NAME: RETENTION OF PROFESSIONALS</u>	
						1	MEETING WITH KEN S., E. FREJKA RE KINF CONFLICT CHECK.
	\$615.00	06/08/09	Mon	3.00	1,845.00	2	DISC. W/E. FREJKA RE CONFLICTS.
						<u>MATTER NAME: COMMITTEE MEETINGS/COMMUNICATIONS</u>	
						1	COMMITTEE MEETING, PREP FOR SAME.
						2	FOLLOW-UP RE SAME.
						<u>MATTER NAME: RETENTION OF PROFESSIONALS</u>	
						0.30 A	1 CALL W/ BARRY B. RE CONFLICTS.
						0.30 A	2 DISC. W/ T. MAYER.
						0.30 A	3 CALL W/ KEN S. RE SAME. (0.9).
						0.40 A	4 CALL W/ LANCE W.
						0.40 A	5 ATTENTION TO WIP.
						0.40 A	6 CALL W/ JEN S. (1.2).
						0.42 A	7 CONFLICTS.
						0.42 A	8 CALL W/ ELISE F.
	\$615.00	06/11/09	Thu	4.50	2,521.50	0.42 A	9 EMAIL TO HARVEY MILLER RE AGENDA.
						0.42 A	10 MEETING WITH ELISE RE CONFLICTS.
						0.42 A	11 EMAIL TO FTL (2.1).
						<u>MATTER NAME: MOTIONS</u>	
						0.28 A	1 CALL W/ WGM.
						0.28 A	2 REVIEW OF FILE.
						0.27 A	3 EMAIL TO WGM (MICHELE M.).
						0.27 A	4 EMAIL TO FTL (1.1).
						0.20 F	5 CALL W/ CONOR AND MELISSA (FTI) RE PENDING MOTIONS. (0.2).
						0.20 F	6 CALL W/ WGM (RONIT). (0.2).
						0.43 A	7 FOLLOW-UP WIT RONIT, JOE, LACEY RE PENDING MOTIONS.
						0.43 A	8 EMAILS RE SAME.
						0.43 A	9 CALL W/ M WILLIAMS.
						0.43 A	10 CALL W/ JOE S.
						0.43 A	11 EMAIL TO JOE S.
						0.43 A	12 EMAIL TO RTS, JEN S.
						0.42 A	13 EMAIL RE AIRCRAFT MOTION. (3.0).

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EXHIBIT D
BLOCK BILLING
Kramer Levin Naftalis & Frankel

TIMEKEEPER	RATE	DATE	ENTRY HOURS	HOURS	FEES	TASK HOURS ~	DESCRIPTION
GNOV NOVOD, G	\$615.00	06/12/09	Fri	5.90	3,444.00	MATTER NAME: MOTIONS	
						1.40 A	1 EMAIL TO AIRCRAFT REJECTION MOTION,
						1.40 A	2 EMAILS AND
						1.40 A	3 REVIEW OF CASE LAW,
						1.40 A	4 LEASES RE SAME. (5.0).
				0.30 F		0.30 F	5 EMAILS TO JOE SMOLINSKY RE DATA ROOM ISSUE. (0.3).
	\$615.00	06/15/09	Mon	3.80	1,537.50	MATTER NAME: RETENTION OF PROFESSIONALS	
						0.40 F	1 CALL W/E. FREJKA RE KINF RETENTION (0.4).
						0.90 F	2 ATTENTION TO EVERCORE RETENTION SUMMARY, ANALYSIS (0.9).
						0.63 A	3 CALLS W/L. MACKSOD RE EVERCORE.
						0.63 A	4 DISCUSSION WITH J. SHARRET.
				0.62 A		0.62 A	5 CALL W/M. ELLIS AT FTI.
				0.62 A		0.62 A	6 REVIEW OF STATEMENT RE: GM (2.5).
	\$615.00	06/15/09	Mon	3.30	984.00	MATTER NAME: 363 TRANSACTION: TRANSITION SERVICES AGREEMENT	
						0.80 A	1 DISCUSSION W/ K. ECKSTEIN.
						0.80 A	2 CALL W/E. DANIELS RE TSA (1.6).
						1.70 F	3 TSA CALL (1.7).
	\$615.00	06/16/09	Tue	10.20	5,904.00	MATTER NAME: RETENTION OF PROFESSIONALS	
						0.67 A	1 CALL RE ALIX, EVERCORE.
						0.67 A	2 REVIEW OF SAME.
						0.66 A	3 CALL W/T. MAYER RE OBJECTION (2.0).
						0.40 F	4 EDIT TO EVERCORE OBJECTION (0.4).
						0.20 F	5 CALL W/FTI (0.2).
						1.33 A	6 CALL W/ BARRY S.
						1.33 A	7 EMAIL REGARDING DISCOVERY.
						1.32 A	8 CALL W/ JEN R.
						1.32 A	9 MEETING WITH J. SHARRET (5.3).
						0.77 A	10 EDIT TO EVERCORE RETENTION OBJECTIONS.
						0.77 A	11 CALL W/ JEN R.
						0.76 A	12 EDIT TO 30(B)(6) REQUEST (2.3).

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EXHIBIT D
BLOCK BILLING
Kramer Levin Naftalis & Frankel

TIMEKEEPER	RATE	DATE	ENTRY HOURS	HOURS	FEES	TASK HOURS ~	DESCRIPTION
GNOV NOVOD, G	\$615.00	06/17/09	Wed	3.00	1,845.00	0.23 F 1	MATTER NAME: MOTIONS EDIT TO AIRCRAFT LEASE REJECTION ORDER.
						0.23 A 2	DISCUSSION W/ K. ECKSTEIN.
						0.24 A 3	CALL W/ DON (0.7).
						0.58 A 4	CALL WICHAMBERS.
						0.58 A 5	CALL W/ LATHAM, DON (HONIGMAN) RE AIRCRAFT LEASE REJECTION.
						0.57 A 6	EMAIL RE EXTENSIONS.
						0.57 A 7	CALL W/ T. MAYER RE SALE ORDER (2.3).
	\$615.00	06/18/09	Thu	5.40	1,968.00	0.10 F 1	MATTER NAME: MOTIONS CALL TO STEVE K. (0.1).
						0.20 F 2	CALL W/ WEIL GOTSHAL RE TRAVELERS (0.2).
						1.00 F 3	DISCUSSION WITH ELISE RE ESSENTIAL SUPPLIER ORDER, SUPPLIER ISSUES (1.0).
						1.07 A 4	CALL WITH MICHELE M. LACEY RE AD HOC COMMITTEE REQUESTS.
						1.07 A 5	CALL WIRETREE COMMITTEE COUNSEL.
						1.06 A 6	MEETING WITH E. FREJKA RE ESSENTIAL SUPPLIER, FOREIGN VENDOR ORDERS (3.2).
						0.90 F 7	REVIEW OF PENDING MOTIONS, 1114 REQUEST (0.9).
	\$615.00	06/20/09	Sat	7.50	4,612.50	1	MATTER NAME: 363 SALE ISSUES EDIT TO ISSUE LIST.
						2	CALLS RE SAME.
						3	EMAILS RE SAME.
						4	DISCUSSION W/ KRISTEN C., VICTOR, EMAILS TO DANNIE CHO RE REVIEW OF OBJECTIONS.
	\$615.00	06/21/09	Sun	8.50	4,858.50	4.70 F 1	MATTER NAME: 363 SALE ISSUES REVISIONS TO SALE ORDER, REVIEW OF MSPA, ISSUES LIST, EMAILS TO L. MACKSOUND (4.7);
						0.60 F 2	REVIEW OF COMMENTS TO ISSUES LIST (0.6);
						3.20 F 3	ADDITIONAL EMAILS RE ISSUES LIST, EDITS RE SAME (3.2).
	\$615.00	06/22/09	Mon	1.60	984.00	0.54 A 1	MATTER NAME: CASE ADMINISTRATION EMAIL TO KEN S. L. MACKSOUND.
						0.53 A 2	DISCUSSION W/ J. SHARRET RE PENDING MOTIONS, DISCOVERY.
						0.53 A 3	DISCUSSION W/ R. SCHMIDT, L. MACKSOUND, T. MAYER, J. SHARRET RE SAME (1.6).
	\$615.00	06/22/09	Mon	1.20	738.00	1	MATTER NAME: RETENTION OF PROFESSIONALS DISCUSSION W/ ELISE RE: ALIX PARTNERS.
						2	EMAIL TO WGM RE FORM OF ORDER FOR ALIX PARTNERS.
						3	DISCUSSION W/ J. SHARRET RE SAME

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EXHIBIT D
BLOCK BILLING
Kramer Levin Nafalis & Frankel

TIMEKEEPER	RATE	DATE	ENTRY HOURS	HOURS	FEES	TASK HOURS ~	DESCRIPTION																		
GNOV NOVOD, G	\$615.00	06/23/09	Tue	11.20	3,198.00	3.00 A 3.00 A 0.85 A 0.85 A 1.30 F 3.50 F	MATTER NAME: 363 SALE ISSUES 1 REVIEW OF SALE ORDER, 2 CALL W/JEN R., CALL W/E. DANIELS (6); 3 CALL W/ JOSH DAVIS, M. FEIN RE ISSUES LIST/CHART, 4 EDIT TO SAME (1.7); 5 CALL WM. WILLIAMS (1.3); 6 CALL W/T. MAYER, D. BLABEY, EMAIL M. WILLIAMS RE: SALE OBJECTION AND EDITS TO SAME (3.5);																		
							\$615.00	06/24/09	Wed	2.70	1.90	1,168.50	MATTER NAME: COMMITTEE MEETINGS/COMMUNICATIONS 1 MEETING FOLLOW-UP: EMAIL TO M. WILLIAMS, 2 CALL W/KEITH MARTORANA 3 CALL W/J. SHARRET RE REQUEST (1.9); 4 DISCUSSIONS W/ J. SHARRET RE COMMITTEE UPDATES (0.8);												
													\$615.00	06/24/09	Wed	5.50	5.20	3,198.00	MATTER NAME: 363 SALE ISSUES 1 REVIEW SALE ORDER, COMMENTS THERETO, EDITS TO SAME, 2 CALL W/J. TRACHTMAN, 3 EMAILS RE SAME (2.9); 4 CALL W/JUDGE GERBER'S CLERK, 5 EMAIL RE SAME (0.2). 6 CALL W/J. ROCHON RE LITIGATION ISSUES, 7 CALL W/A. ROGOFF, 8 CALL W/R. CHAIKIN;						
																			\$615.00	06/25/09	Thu	8.70	7.30	4,489.50	MATTER NAME: 363 SALE ISSUES 1 MEETING W/A. ROGOFF RE SALE ORDER, 2 CALL W/J. DAVIS RE SALES ISSUES, 3 EDIT TO SALE ORDER (1.8); 4 CALL W/T. MAYER RE OBJECTION TO SALE, 5 REVIEW OF EMAIL FROM BOB, 6 EMAIL TO L. MACKSOU RE SALE OBJECTIONS (0.3); 7 CALL W/T. MAYER, 8 CALL W/MICHELE M., 9 EDIT TO ORDER (5.5); 10 REVIEW OF CASE MANAGEMENT ORDER, SALE ORDER EDITS (1.1);

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EXHIBIT D
BLOCK BILLING
Kramer Levin Natalsis & Frankel

TIMEKEEPER	RATE	DATE	ENTRY HOURS	HOURS	FEES	TASK HOURS	DESCRIPTION
GNOV NOVOD, G	\$615.00	06/26/09	Fri	2.60	1,291.50	2.10	MATTER NAME: 363 TRANSACTION: MASTER PURCHASE AGREEMENT ISSUES
							0.20 F 1 CALL W/FTI (0.2);
							0.30 F 2 DISCUSSION W/J. SHARRET (0.3);
							0.45 A 3 DISCUSSION W/KEN K. T. MOLNER;
							0.45 A 4 DRAFT LETTER TO JENNER/CWT. WEIL RE SALE DOCUMENTS (0.9);
							0.60 A 5 DISCUSSION WITH KEN K.
	\$615.00	06/30/09	Tue	7.00	3,690.00	6.00	MATTER NAME: 363 SALE ISSUES
							0.50 F 1 PREPARATION OF SALE HEARING, REVIEW OF FILINGS, ETC. (0.5);
							3.00 A 2 SALE HEARING,
							3.00 A 3 WORKING TRAVEL TO AND FROM (6.0);
							0.50 F 4 CALL W/R. CHAIKIN (0.5);
	\$615.00	06/30/09	Tue	7.80	4,366.50	7.10	MATTER NAME: 363 TRANSACTION: MASTER PURCHASE AGREEMENT ISSUES
							0.25 A 1 EMAIL TO BLABEY,
							0.25 A 2 CALL TO JEFF T RE SALE ISSUES (0.5);
							0.75 A 3 EMAILS TO D. BLABEY;
							0.75 A 4 REVIEW OF DOCKET AND SALE OBJECTIONS (1.5);
							0.40 A 5 REVIEW HERTZ STIPULATION
							0.40 A 6 DISCUSSION W/ADAM RE GECC STIPULATION,
							0.40 A 7 REVISIONS RE SAME, (1.2);
							0.20 F 8 CALL W/JEN R (0.2);
							2.20 A 9 EDIT TO SALE ORDER,
	\$615.00	07/04/09	Sat	4.90	2,952.00	4.80	MATTER NAME: 363 TRANSACTION: MASTER PURCHASE AGREEMENT ISSUES
							0.93 A 1 VARIOUS CONFERENCE CALLS,
							0.93 A 2 EMAILS,
							0.92 A 3 RESEARCH,
							0.92 A 4 REVIEW OF DOCUMENTS RE 363 TRANSACTION (3.7);
							1.10 A 5 CALL W/K. KOPELMAN, T. MOLNER, A. FREEDMAN, EMAILS RE SAME. (1.1).
							0.10 A 6 REVIEW OF OTHER SALE RELATED EMAIL (1).

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EXHIBIT D
BLOCK BILLING
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TIMEKEEPER	RATE	DATE	ENTRY HOURS	HOURS	FEES	TASK HOURS ~	DESCRIPTION
GNOV NOVOD, G	\$615.00	07/06/09	Mon	6.20	2.30	1.15 A 2.60 S 1.15 A 0.80 F 0.20 F 0.20 F 0.10 F	MATTER NAME: COMMITTEE MEETINGS/COMMUNICATIONS 1 REVIEW OF EMAILS, PREP FOR COMMITTEE MEETING. 2 COMMITTEE MEETING. 3 FOLLOW-UP (4.9). 4 AFTERNOON COMMITTEE CALL (0.8). 5 POST-CALL. (2). 6 CALL W/ J. DAVIS (2) 7 AND CALL W/ J. SHARRET (1) RE MEETINGS.
	\$615.00	07/06/09	Mon	1.80	1.80	1.107.00	MATTER NAME: DELPHI 1 DISC. W/ J. SHARRET RE DELPHI. 2 REVIEW AND EDIT TO SUMMARY RE SAME. 3 EMAILS W/ WEIL.
	\$615.00	07/07/09	Tue	8.60	3.60	2,214.00	MATTER NAME: DELPHI 1 REVIEW OF EMAILS RE DELPHI. (1.3). 2 DISC. W/ R. SCHMIDT, J. SHARRET (4). 3 CALL W/ ROB L. AT WEIL GOTSHAL. 4 CALL W/ A. PHILLIPS AT FTI, R. SCHMIDT. (1.2). 5 CALLS W/ J. TAYLOR RE DELPHI. (6). 6 ATTENTION TO OPEN ISSUES, MEETING WITH J. SHARRET RE DELPHI, REJECTION QUESTIONS, ETC. 7 CALL W/ A. CATON. 8 CALL W/ A. PHILLIPS, CALL RE DIP. (6). 9 CALL RE DELPHI TRANSACTION. 10 REVIEW OF ASSIGNMENT RE SAME. (2.0). 11 DRAFT ORDER RIDERS, REVIEW OF CORP. AGREEMENTS. (1.8). 12 REVIEW OF DRAFTS, EMAIL TO J. SHARRET (7).

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EXHIBIT D
BLOCK BILLING
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TIMEKEEPER	RATE	DATE	ENTRY HOURS	HOURS	FEES	TASK HOURS ~	DESCRIPTION
GNOV NOVOD, G	\$615.00	07/09/09	Thu	3.50	1.60	984.00	<p>MATTER NAME: DELPHI</p> <p>0.20 F 1 CALL W/ ROB L. (2).</p> <p>0.27 A 2 CALL W/ ROB L.</p> <p>0.27 A 3 EMAIL TO J. TAYLOR.</p> <p>0.26 A 4 CALL W/ J. SHARRET RE DELPHI TRANSACTION. (8).</p> <p>0.20 F 5 CALL W/ ROB L. (2).</p> <p>0.80 F 6 MEETING WITH J. SHARRET (8).</p> <p>0.10 F 7 CALL W/ J. TAYLOR (1).</p> <p>0.30 F 8 REVIEW OF ASSIGNMENT AGREEMENT. (3).</p> <p>0.30 F 9 CALL W/ J. TAYLOR, R. CHAIKIN (3).</p> <p>0.20 A 10 REVIEW OF DELPHI NOVATION.</p> <p>0.20 A 11 DISC. W/ J. SHARRET.</p> <p>0.20 A 12 EMAIL TO ROB L.</p> <p>0.20 A 13 EMAIL TO J. TAYLOR (8).</p>
	\$615.00	07/14/09	Tue	0.60	0.60	369.00	<p>MATTER NAME: MOTIONS</p> <p>1 CALL W/ PABLO.</p> <p>2 REVIEW OF SETTLEMENT ORDER.</p> <p>3 EMAILS RE TEAM.</p> <p>4 REVIEW OF FILED MOTIONS.</p>
	\$615.00	07/22/09	Wed	4.20	2.20	1,353.00	<p>MATTER NAME: HEARINGS</p> <p>1.10 A 1 PREPARATION FOR LEASE/CONTRACT REJECTION MOTION HEARING.</p> <p>1.10 A 2 WORKING TRAVEL TO AND FROM SAME. (2.2).</p> <p>2.00 F 3 HEARING ON LEASE/CONTRACT REJECTIONS RE STILL WATER MINING. (2.0).</p>
	NUMBER OF ENTRIES:			29	113.00	69,495.00	
EPAT PATT, E	\$385.00	06/11/09	Thu	3.20	3.20	1,232.00	<p>MATTER NAME: 363 SALE ISSUES</p> <p>1 MEET WITH H. WAXMAN TO DISCUSS 363(M) RESEARCH ASSIGNMENT.</p> <p>2 BEGIN PRELIMINARY 363(M) RESEARCH.</p>
	NUMBER OF ENTRIES:			1	3.20	1,232.00	
GGPL PLOTKO, G	\$665.00	09/11/09	Fri	1.80	1.80	1,197.00	<p>MATTER NAME: CLAIMS ADMINISTRATION & OBJECTIONS</p> <p>1 REVIEW BAR DATE MOTION AND PROPOSE CHANGES TO MOTION.</p> <p>2 DISC W/ L. MACKSQUID RE SAME.</p>

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EXHIBIT D
BLOCK BILLING
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TIMEKEEPER	RATE	DATE	ENTRY HOURS	HOURS	FEES	TASK HOURS ~	DESCRIPTION
GGPL PLOTKO, G	\$665.00	09/21/09	Mon	2.20	2.20	1,463.00	MATTER NAME: ENVIRONMENTAL ISSUES 1 REVIEW EMAIL RE ASARCO PLAN; 2 MEETING WITH FTI PROFESSIONALS RE ENVIRONMENTAL CLAIMS.
	\$665.00	09/22/09	Tue	1.90	1.90	1,263.50	MATTER NAME: ENVIRONMENTAL ISSUES 1 ATTENDED MEETING ON GM ENVIRONMENTAL CLAIMS AND 2 FOLLOW-UP DISC.
	NUMBER OF ENTRIES:		3	5.90	3,923.50		
VREG REGAL, V	\$385.00	06/23/09	Tue	5.30	5.30	2,040.50	MATTER NAME: 363 SALE ISSUES 1 SUMMARIZED OBJECTIONS AND ADDED THEM TO THE MASTER CHART. 2 STATUS UPDATE PHONE CALL WITH JEN ROCHON.
	NUMBER OF ENTRIES:		1	5.30	2,040.50		
	\$775.00	09/16/09	Wed	1.80	1.80	1,395.00	MATTER NAME: EXECUTORY CONTRACT 1 REVIEW SALE DOCUMENTS RE: INSURANCE; 2 T/C J. SHARRET.
AREZ REZNICK, A	\$775.00	09/17/09	Thu	1.70	1.70	1,317.50	MATTER NAME: EXECUTORY CONTRACT 1 REVIEW A. ROGOFF EMAILS; 2 REVIEW PURCHASE AND SALE AGREEMENT RE: INSURANCE.
	\$775.00	09/22/09	Tue	1.80	1.80	1,395.00	MATTER NAME: EXECUTORY CONTRACT 1 REVIEW SPA AND STIPULATION AND ORDER; 2 EMAIL A. ROGOFF.
	NUMBER OF ENTRIES:		3	5.30	4,107.50		
BRIG RIGEL, B	\$650.00	07/27/09	Mon	2.40	2.40	1,560.00	MATTER NAME: TAX ISSUES 1 OFF CONF. W/ B. HERZOG; 2 PREPARE DEALER SUMMARY.
	NUMBER OF ENTRIES:		1	2.40	1,560.00		
JROC ROCHON, J							

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EXHIBIT D
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TIMEKEEPER	RATE	DATE	ENTRY HOURS	HOURS	FEES	TASK HOURS -	DESCRIPTION
JROC ROCHON, J	\$680.00	06/24/09	Wed	7.30	1.20	816.00	<p>MATTER NAME: DISCOVERY/DEPOSITIONS</p> <p>1.20 F 1 ORGANIZING DISCOVERY ON VARIOUS OBJECTIONS (1.2);</p> <p>0.50 F 2 MEETING WITH LITIGATION TEAM (0.5);</p> <p>0.30 F 3 E-MAIL TO ROGOFF AND SCHMIDT REGARDING DISCOVERY (0.3);</p> <p>0.10 F 4 TELEPHONE CALLS WITH JOHN NEWIRTH (0.1);</p> <p>1.20 F 5 REVIEWING AND ANALYSIS OF DISCOVERY REQUESTS (1.2);</p> <p>2.20 F 6 ANALYSIS OF COMMITTEE OBJECTION AND PREPARATION FOR DEPOSITION (2.2);</p> <p>0.10 F 7 TELEPHONE CALL WITH A. ROGOFF AND TELEPHONE CALL WITH G. NOVOD (0.1);</p> <p>0.30 F 8 MEETING WITH SCHULMAN (0.3);</p> <p>0.20 F 9 TELEPHONE CALL WITH G. NOVOD AND R. SCHMIDT RE- DISCOVERY (0.2);</p> <p>0.60 A 10 REVIEWING AND ANALYSIS OF CONFIDENTIALITY ORDERS PROPOSED AND CONFIDENTIAL PROVISIONS OF COMMITTEE BY LAWS;</p> <p>0.60 A 11 TELEPHONE CALLS AND E-MAILS WITH SCHMIDT AND WEIL REGARDING SAME (1.2).</p>
	\$680.00	06/27/09	Sat	9.50	9.50	6,460.00	<p>MATTER NAME: DISCOVERY/DEPOSITIONS</p> <p>1 PARTICIPATED IN DEPOSITION OF MIKE RALEIGH;</p> <p>2 DRAFTED MEMO UPDATES ON THE DEPOSITION FOR COMMITTEE.</p>
		NUMBER OF ENTRIES:	2		10.70	7,276.00	
ACRO ROGOFF, A	\$795.00	06/05/09	Fri	1.60	1.60	1,272.00	<p>MATTER NAME: DEALERSHIP MATTERS</p> <p>1 DISCUSSIONS AND EMAILS WITH DEALER REPRESENTATIVES ABOUT ASSUMPTION AND REJECTION PROCESS;</p> <p>2 CALLS AND EMAILS L. MACKSOUND AND C. AUGUSTE REGARDING SAME.</p>
	\$795.00	06/08/09	Mon	1.10	1.10	874.50	<p>MATTER NAME: DEALERSHIP MATTERS</p> <p>1 DISCUSSIONS AND EMAILS WITH DEALER REPRESENTATIVES ABOUT ASSUMPTION AND REJECTION PROCESS;</p> <p>2 CALLS AND EMAILS L. MACKSOUND AND C. AUGUSTE REGARDING SAME.</p>
	\$795.00	06/11/09	Thu	1.40	1.40	1,113.00	<p>MATTER NAME: DEALERSHIP MATTERS</p> <p>0.40 A 1 DISCUSSIONS AND EMAILS WITH DEALER REPRESENTATIVES ABOUT ASSUMPTION AND REJECTION PROCESS;</p> <p>0.40 A 2 CALLS AND EMAILS L. MACKSOUND AND C. AUGUSTE REGARDING SAME (8);</p> <p>0.30 A 3 ATTN. TO TAX ISSUES REGARDING TERMINATION AND</p> <p>0.30 A 4 CALLS COMMITTEE MEMBERS REGARDING SAME (6).</p>
	\$795.00	06/15/09	Mon	1.40	1.40	1,113.00	<p>MATTER NAME: DEALERSHIP MATTERS</p> <p>1 DISCUSSIONS AND EMAILS WITH DEALER REPRESENTATIVES ABOUT ASSUMPTION AND REJECTION PROCESS;</p> <p>2 CALLS AND EMAILS MACKSOUND REGARDING SAME;</p> <p>3 ATTN TO WIND DOWN AGREEMENT ISSUES AND EMAILS SMOLINSKY REGARDING SAME.</p>

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EXHIBIT D
BLOCK BILLING
Kramer Levin Natfalis & Frankel

TIMEKEEPER	RATE	DATE	ENTRY HOURS	HOURS	FEES	TASK HOURS ~	DESCRIPTION
ACRO ROGOFF, A	\$795.00	06/16/09	Tue	1.10	1.10	874.50	<u>MATTER NAME: DEALERSHIP MATTERS</u> 1 DISCUSSIONS AND EMAILS WITH DEALER REPRESENTATIVES ABOUT ASSUMPTION AND REJECTION PROCESS; 2 CALLS AND EMAILS WITH FTI AND MACKSOUND REGARDING SAME; 3 EMAILS SMOLINSKY REGARDING SAME.
	\$795.00	06/16/09	Tue	2.30	2.30	1,828.50	<u>MATTER NAME: 363 SALE ISSUES</u> 1 ATTN TO SALE ISSUES TO NEW GM AND REVIEW OF DOCUMENTS, INCLUDING COMMITTEE MEMOS. 2 CALLS FTI RE: COORDINATION AND SALE ISSUES.
	\$795.00	06/17/09	Wed	1.00	1.00	795.00	<u>MATTER NAME: DEALERSHIP MATTERS</u> 1 DISCUSSIONS AND EMAILS WITH DEALER REPRESENTATIVES ABOUT ASSUMPTION AND REJECTION PROCESS; 2 ATTN TO BRAND SALE ISSUES AND EMAILS TO C. AUGUSTE REGARDING SAME; 3 CALLS AND EMAILS WITH FTI AND L. MACKSOUND REGARDING SAME; 4 EMAILS SMOLINSKY REGARDING SAME.
	\$795.00	06/19/09	Fri	1.70	1.70	1,351.50	<u>MATTER NAME: 363 SALE ISSUES</u> 1 ATTN TO SALE ISSUES TO NEW GM AND REVIEW OF DOCUMENTS, INCLUDING OBJECTION ISSUES. 2 CALLS FTI RE: COORDINATION AND SALE ISSUES.
	\$795.00	06/22/09	Mon	3.10	3.10	2,464.50	<u>MATTER NAME: 363 SALE ISSUES</u> 1 ATTN TO SALE ISSUES TO NEW GM AND REVIEW OF DOCUMENTS, INCLUDING OBJECTIONS TO SALE AND PROPOSED SALE ORDER. 2 ATTN TO MTG WITH US TREASURY AND TRANSACTION ISSUES; 3 REVIEW MEMOS RE: SAME.
	\$795.00	06/24/09	Wed	1.70	1.70	1,351.50	<u>MATTER NAME: 363 SALE ISSUES</u> 1 ATTN TO SALE ISSUES TO NEW GM AND REVIEW OF DOCUMENTS, INCLUDING COMMITTEE MEMOS; 2 REVIEW AND REVISE LIMITED SALE OBJECTION AND 3 INTERNAL DISCUSSIONS REGARDING SAME.
	\$795.00	06/25/09	Thu	2.20	2.20	1,749.00	<u>MATTER NAME: 363 SALE ISSUES</u> 1 ATTN TO SALE ISSUES TO NEW GM AND REVIEW OF DOCUMENTS, INCLUDING PROPOSED SALE ORDER AND INTERNAL DISCUSSIONS REGARDING SAME; 2 CALLS AND EMAILS K CORDRY RE: SAME; 3 MTG NOVOD RE: SAME.
	\$795.00	06/26/09	Fri	0.90	0.90	715.50	<u>MATTER NAME: SUPPLIER MATTERS</u> 1 ATTN. TO SUPPLIER ISSUES; 2 CALLS AND EMAILS B. SEIDEL RE: SAME; 3 CALLS AND EMAILS COMMITTEE MEMBERS RE: SAME.

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EXHIBIT D
BLOCK BILLING
Kramer Levin Nafalis & Frankel

TIMEKEEPER	RATE	DATE	ENTRY HOURS	HOURS	FEES	TASK HOURS -	DESCRIPTION
ACRO ROGOFF, A	\$795.00	06/26/09	1.50	1.50	1,192.50		MATTER NAME: DEALERSHIP MATTERS
							1 ATTN TO DEALER ISSUES;
							2 CALLS AND EMAILS SMOLINSKY AND MACKSOUND RE: SAME;
							3 CALLS AND EMAILS COMMITTEE MEMBERS RE: SAME;
	\$795.00	06/26/09	2.90	2.90	2,305.50		MATTER NAME: 363 SALE ISSUES
							1 ATTN TO SALE ISSUES TO NEW GM AND REVIEW OF DOCUMENTS, INCLUDING PROPOSED SALE ORDER AND INTERNAL DISCUSSIONS REGARDING SAME;
							2 CALLS AND EMAILS K CORDRY RE: SAME;
							3 MTG NOVOD RE: SAME;
							4 CALLS SUPPLIERS RE: SALE ORDER;
	\$795.00	06/27/09	1.10	1.10	874.50		5 REVIEW OF OBJECTIONS;
							MATTER NAME: DEALERSHIP MATTERS
							1 ATTN TO DEALER ISSUES;
							2 EMAILS SMOLINSKY AND L. MACKSOUND RE: SAME;
	\$795.00	06/29/09	1.70	1.70	1,351.50		3 CALLS AND EMAILS COMMITTEE MEMBERS RE: SAME;
							MATTER NAME: DEALERSHIP MATTERS
							1 ATTN TO DEALER ISSUES;
							2 EMAILS SMOLINSKY AND L. MACKSOUND RE: SAME;
	\$795.00	07/06/09	3.50	3.50	2,782.50		3 CALLS AND EMAILS WITH COMMITTEE MEMBERS RE: SAME;
							MATTER NAME: COMMITTEE MEETINGS/COMMUNICATIONS
							1 PREPARE FOR AND PARTICIPATE IN COMMITTEE CALLS RE: POST-SALE GOVERNANCE ISSUES;
							2 INTERNAL MEETINGS RE: SAME;
	\$795.00	07/07/09	0.90	0.90	715.50		
							MATTER NAME: DEALERSHIP MATTERS
							1 ATTN TO DEALER ISSUES;
							2 EMAILS DEALERS RE: COURT'S DECISION ON DEALER ISSUES;
							3 EMAILS REGARDING GMAC DEALER FINANCING
	\$795.00	07/07/09	0.90	0.90	715.50		
							MATTER NAME: 363 SALE ISSUES
							1 ATTN TO SALE ISSUES TO NEW GM AND REVIEW OF DOCUMENTS, INCLUDING DECISION APPROVING SALE ORDER AND INTERNAL DISCUSSIONS REGARDING SAME;
							2 ATTN TO APPEAL MATTERS;
	\$795.00	07/15/09	1.40	1.40	1,113.00		MATTER NAME: DEALERSHIP MATTERS
							1 ATTN TO DEALER ISSUES;
							2 EMAILS TO MCCROY AND FRANKEL, L. MACKSOUND AND J. SMOLINSKY, AND C. AUGUSTE REGARDING SAME;

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EXHIBIT D
BLOCK BILLING
Kramer Levin Natalsis & Frankel

TIMEKEEPER	RATE	DATE	ENTRY HOURS	HOURS	FEES	TASK HOURS	DESCRIPTION
ACRO ROGOFF, A	\$795.00	07/16/09	Thu	0.80	0.80	636.00	MATTER NAME: DEALERSHIP MATTERS 1 ATTN TO DEALER ISSUES; 2 EMAILS W/ DEALERS RE: REMAINING BRANDS; 3 EMAILS W/ WEIL REGARDING SAME; 4 EMAILS W/ L. MACKSOUND REGARDING SAME.
	\$795.00	07/17/09	Fri	1.00	1.00	795.00	MATTER NAME: DEALERSHIP MATTERS 1 ATTN TO DEALER ISSUES; 2 EMAILS DEALERS RE: REMAINING BRANDS; 3 EMAILS WEIL REGARDING SAME; 4 EMAILS FTI REGARDING SAME; 5 REVIEW DEALER REJECTION MOTION AND EMAILS REGARDING ISSUES FROM SAME.
	\$795.00	08/25/09	Tue	4.80	4.80	3,816.00	MATTER NAME: MEETINGS WITH DEBTORS/OTHER MAJOR CONSTITUENTS 1 ATTN TO ENVIRONMENTAL ISSUES FOR REMAINING PROPERTIES; 2 PREPARE FOR AND PARTICIPATE IN MEETING WITH DEBTORS REGARDING SAME.
	\$795.00	08/31/09	Mon	2.70	2.70	2,146.50	MATTER NAME: MOTIONS 1 REVIEW RECENTLY FILED PLEADINGS AND DOCUMENTS, INCLUDING STAY RELIEF ORDERS AND MOTIONS CURE OBJECTIONS, AND OTHER POST-SALE RELATED DOCUMENTS; 2 EMAILS TO ELLMAN, Y. CHERNYAK AND G. PLOTKO RE: SAME. ATTN TO WIND DOWN ISSUES, INCLUDING STATUS OF PENDING MOTIONS AND REVIEW RECENTLY FILED PLEADINGS; 3 EMAILS A. CATON, L. MACKSOUND, J. SHARRET AND G. PLOTKO RE: SAME.
	\$795.00	09/01/09	Tue	1.80	1.80	1,431.00	MATTER NAME: MOTIONS 1 ATTN TO WIND DOWN ISSUES, INCLUDING STATUS OF PENDING MOTIONS; 2 REVIEW RECENTLY FILED PLEADINGS; 3 EMAILS A. CATON, L. MACKSOUND, J. SHARRET AND G. PLOTKO RE: SAME.
	\$795.00	09/02/09	Wed	1.20	1.20	954.00	MATTER NAME: MOTIONS 1 ATTN TO WIND DOWN ISSUES, INCLUDING RECENTLY FILED MOTIONS; 2 EMAILS A. CATON, L. MACKSOUND, J. SHARRET AND G. PLOTKO RE: SAME.
	\$795.00	09/03/09	Thu	1.30	1.30	1,033.50	MATTER NAME: MOTIONS 1 ATTN TO WIND DOWN ISSUES, INCLUDING RECENTLY FILED MOTIONS; 2 EMAILS AND MEETINGS MACKSOUND, SHARRET AND PLOTKO RE: SAME.
	\$795.00	09/04/09	Fri	1.30	1.30	1,033.50	MATTER NAME: ENVIRONMENTAL ISSUES 1 CALL WITH BERZ AND C. WARREN RE: ENVIRONMENTAL ISSUES FOR REMAINING PROPERTIES; 2 REVIEW MATERIALS REGARDING SAME.

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EXHIBIT D
BLOCK BILLING
Kramer Levin Naftalis & Frankel

TIMEKEEPER	RATE	DATE	ENTRY HOURS	HOURS	FEES	TASK HOURS ~	DESCRIPTION
ACRO ROGOFF, A	\$795.00	09/10/09	2.30	2.30	1,828.50		MATTER NAME: MOTIONS 1 ATTN TO WIND DOWN ISSUES, INCLUDING RECENTLY FILED DOCUMENTS; 2 EMAILS AND MTGS T. MAYER, A. CATON, L. MACKSOUND, J. SHARRET AND G. PLOTKO RE: SAME.
	\$795.00	09/11/09	1.80	1.80	1,431.00		MATTER NAME: MOTIONS 1 ATTN TO WIND DOWN ISSUES, INCLUDING RECENTLY FILED PLEADINGS AND DOCUMENTS; 2 EMAILS AND CALLS J. SMOLINSKY, S. KAROTKIN, A. CATON, L. MACKSOUND, J. SHARRET AND G. PLOTKO RE: SAME.
	\$795.00	09/14/09	3.00	3.00	2,385.00		MATTER NAME: HEARINGS 1 PREPARE FOR AND ATTEND OMNIBUS HEARING; 2 EMAILS AND CALLS S. SMOLINSKY, L. MACKSOUND, J. SHARRET AND G. PLOTKO RE: SAME.
	\$795.00	09/14/09	1.90	1.90	1,510.50		MATTER NAME: MOTIONS 1 ATTN TO WIND DOWN ISSUES, INCLUDING RECENTLY FILED PLEADINGS AND DOCUMENTS; 2 EMAILS AND CALLS J. SMOLINSKY, S. KAROTKIN, A. CATON, L. MACKSOUND, J. SHARRET AND G. PLOTKO RE: SAME.
	\$795.00	09/15/09	1.20	1.20	954.00		MATTER NAME: PLAN & DISCLOSURE STATEMENT 1 ATTN TO PLAN STRUCTURE ISSUES; 2 EMAILS AND CALLS T. MAYER, A. CATON, L. MACKSOUND, J. SHARRET AND G. PLOTKO RE: SAME.
	\$795.00	09/15/09	2.60	2.60	2,067.00		MATTER NAME: MOTIONS 1 ATTN TO WIND DOWN ISSUES, INCLUDING RECENTLY FILED PLEADINGS AND DOCUMENTS; 2 EMAILS AND CALLS J. SMOLINSKY, S. KAROTKIN, A. CATON, L. MACKSOUND, J. SHARRET AND G. PLOTKO RE: SAME.
	\$795.00	09/16/09	2.70	2.70	2,146.50		MATTER NAME: MOTIONS 1 ATTN TO WIND DOWN ISSUES, INCLUDING RECENTLY FILED PLEADINGS AND DOCUMENTS; 2 EMAILS AND CALLS J. SMOLINSKY, S. KAROTKIN, A. CATON, L. MACKSOUND, J. SHARRET AND G. PLOTKO RE: SAME.
	\$795.00	09/17/09	0.90	0.90	715.50		MATTER NAME: EXECUTORY CONTRACT 1 ATTN TO ASSET SALE AND EXECUTORY CONTRACT ISSUES; 2 EMAILS S. SMOLINSKY AND J. SHARRET RE: SAME; 3 CALLS RE: SAME.
	\$795.00	09/17/09	2.90	2.90	2,305.50		MATTER NAME: MOTIONS 1 ATTN TO WIND DOWN ISSUES, INCLUDING RECENTLY FILED PLEADINGS AND DOCUMENTS; 2 EMAILS AND CALLS J. SMOLINSKY, S. KAROTKIN, A. CATON, L. MACKSOUND, J. SHARRET AND G. PLOTKO RE: SAME.

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EXHIBIT D
BLOCK BILLING
Kramer Levin Natfalis & Frankel

TIMEKEEPER	RATE	DATE	ENTRY HOURS	HOURS	FEES	TASK HOURS ~	DESCRIPTION
ACRO ROGOFF, A	\$795.00	09/18/09	0.90	0.90	715.50		MATTER NAME: EXECUTORY CONTRACT 1 ATTN TO ASSET SALE AND EXECUTORY CONTRACT ISSUES; 2 EMAILS HONIGMAN AND SHARRET RE: SAME; 3 CALLS RE: SAME.
	\$795.00	09/18/09	2.70	2.70	2,146.50		MATTER NAME: MOTIONS 1 ATTN TO WIND DOWN ISSUES, INCLUDING RECENTLY FILED PLEADINGS AND DOCUMENTS; 2 EMAILS AND CALLS J. SMOLINSKY, S. KAROTKIN, A. CATON, L. MACKSOUND, J. SHARRET AND G. PLOTKO RE: SAME.
	\$795.00	09/21/09	2.50	2.50	1,987.50		MATTER NAME: MOTIONS 1 ATTN TO WIND DOWN ISSUES, INCLUDING RECENTLY FILED PLEADINGS AND DOCUMENTS; 2 EMAILS AND CALLS J. SMOLINSKY, S. KAROTKIN, A. CATON, L. MACKSOUND, J. SHARRET AND G. PLOTKO RE: SAME.
	\$795.00	09/22/09	1.10	1.10	874.50		MATTER NAME: EXECUTORY CONTRACT 1 ATTN TO ASSET SALE AND EXECUTORY CONTRACT ISSUES; 2 EMAILS SHARRET RE: SAME; 3 CALLS WEIL RE: SAME.
	\$795.00	09/22/09	1.60	1.60	1,272.00		MATTER NAME: PLAN & DISCLOSURE STATEMENT 1 ATTN TO PLAN STRUCTURE ISSUES; 2 MTGS FTI AND T. MAYER RE: SAME.
	\$795.00	09/22/09	2.50	2.50	1,987.50		MATTER NAME: MOTIONS 1 ATTN TO WIND DOWN ISSUES, INCLUDING RECENTLY FILED PLEADINGS AND DOCUMENTS; 2 EMAILS AND CALLS J. SMOLINSKY, S. KAROTKIN, A. CATON, L. MACKSOUND, J. SHARRET AND G. PLOTKO RE: SAME.
	\$795.00	09/23/09	0.90	0.90	715.50		MATTER NAME: CLAIMS ADMINISTRATION & OBJECTIONS 1 ATTN TO CLAIMS SETTLEMENT PROCEDURES; 2 MTGS AND EMAILS W/ J. SHARRET RE: SAME; 3 EMAILS WEIL RE: SAME; 4 REVIEW REVISED PROCEDURES; 5 COMMITTEE EMAIL REGARDING SAME.
	\$795.00	09/23/09	0.90	0.90	715.50		MATTER NAME: EXECUTORY CONTRACT 1 ATTN TO ASSET SALE AND EXECUTORY CONTRACT ISSUES; 2 EMAILS SHARRET RE: SAME; 3 MEETING REZNICK REGARDING SAME.

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EXHIBIT D
BLOCK BILLING
Kramer Levin Natfalis & Frankel

TIMEKEEPER	RATE	DATE	ENTRY HOURS	HOURS	FEES	TASK HOURS -	DESCRIPTION	
ACRO ROGOFF, A	\$795.00	09/24/09	Thu	1.60	1,272.00	1.60	MATTER NAME: EXECUTORY CONTRACT 1 ATTENTION TO ASSET SALE AND EXECUTORY CONTRACT ISSUES; 2 E-MAILS AND CALLS A. REZNICK, J. SMOLINSKY, BERZ AND J. SHARRET RE: SAME.	
	\$795.00	09/24/09	Thu	2.20	1,749.00	2.20	MATTER NAME: MOTIONS 1 ATTENTION TO WIND DOWN ISSUES, INCLUDING RECENTLY FILED PLEADINGS AND DOCUMENTS; 2 E-MAILS AND CALLS J. SMOLINSKY, A. CATON, L. MACKSOUND, J. SHARRET AND G. PLOTKO RE: SAME.	
	\$795.00	09/25/09	Fri	1.10	874.50	1.10	MATTER NAME: EXECUTORY CONTRACT 1 ATTENTION TO ASSET SALE AND EXECUTORY CONTRACT ISSUES; 2 CALLS J. SMOLINSKY AND J. SHARRET RE: SAME.	
JROS ROSENBAUM, J	\$795.00	09/25/09	Fri	3.10	2,464.50	3.10	MATTER NAME: MOTIONS 1 ATTENTION TO WIND DOWN ISSUES, INCLUDING RECENTLY FILED PLEADINGS AND DOCUMENTS; 2 E-MAILS AND CALLS J. SMOLINSKY, A. CATON, L. MACKSOUND, J. SHARRET AND G. PLOTKO RE: SAME.	
	\$795.00	09/29/09	Tue	2.10	1,669.50	2.10	MATTER NAME: MOTIONS 1 ATTENTION TO WIND DOWN ISSUES, INCLUDING RECENTLY FILED PLEADINGS AND DOCUMENTS; 2 E-MAILS AND CALLS J. SMOLINSKY, S. KAROTKIN, A. CATON, L. MACKSOUND, J. SHARRET AND G. PLOTKO RE: SAME.	
	\$795.00	09/30/09	Wed	2.70	2,146.50	2.70	MATTER NAME: EXECUTORY CONTRACT 1 ATTENTION TO ASSET SALE AND EXECUTORY CONTRACT ISSUES; 2 E-MAILS AND CALLS RONIT (FTI), J. SMOLINSKY, WEISS AND J. SHARRET RE: SAME.	
JROS ROSENBAUM, J	\$795.00	09/30/09	Wed	3.20	2,544.00	3.20	MATTER NAME: MOTIONS 1 ATTENTION TO WIND DOWN ISSUES, INCLUDING RECENTLY FILED PLEADINGS AND DOCUMENTS; 2 E-MAILS AND CALLS J. SMOLINSKY, S. KAROTKIN, A. CATON, L. MACKSOUND, J. SHARRET AND G. PLOTKO RE: SAME.	
	NUMBER OF ENTRIES:			52	96.70	76,876.50		
	\$600.00	09/30/09	Wed	5.00	1.10	660.00	1.10	MATTER NAME: CORPORATE & SECURITIES MATTERS 1.50 F 1 ATTENTION TO LIQUIDATING TRUST STRUCTURE PROPOSAL (1.5); 2.40 F 2 RELATED SECURITIES LAW RESEARCH (2.4); 1.10 F 3 RELATED CALLS AND CORRESPONDENCE WITH T. MAYER, A. DIENSTAG AND G. PLOTKO (1.1).
	NUMBER OF ENTRIES:			1	1.10	660.00		

RTSC
SCHMIDT, R

~ See the last page of exhibit for explanation

EXHIBIT D
BLOCK BILLING
Kramer Levin Nafalis & Frankel

TIMEKEEPER	RATE	DATE	ENTRY HOURS	HOURS	FEES	TASK HOURS ~	DESCRIPTION
RTSC SCHMIDT, R	\$735.00	06/05/09	Fri	2.20	588.00	0.90 F 0.50 F 0.40 A 0.40 A	MATTER NAME: RETENTION OF PROFESSIONALS 1 REVIEW INTERNAL CONFLICTS RETURNS AND ATTN TO PREP OF RETENTION DISCLOSURE AFFIDAVIT (9); 2 OCS E. FREJKA AND VARIOUS KL PARTNERS RE SAME (5); 3 ATTN TO ISSUES RE SELECTION OF CONFLICT COUNSEL; 4 MULTIPLE T/C'S FIRMS RE SAME;
	\$735.00	06/06/09	Sat	1.90	1,396.50	1.90	MATTER NAME: 363 TRANSACTION: TRANSITION SERVICES AGREEMENT 1 PRELIMINARY REVIEW OF TRANSITION SERVICE AGREEMENTS AND MASTER LEASE AGMT INCLUDING 2 MULTIPLE T/C'S AND E-MAILS AND 3 REVIEW PRELIMINARY ISSUE LIST.
	\$735.00	06/08/09	Mon	2.10	1,543.50	2.10	MATTER NAME: COMMITTEE MEETINGS/COMMUNICATIONS 1 PREPARE FOR AND PARTICIPATE IN COMMITTEE CALL. 2 INCLUDING POST-MEETING CONFERENCES RE ALL ISSUES.
	\$735.00	06/09/09	Tue	2.90	1,029.00	0.70 A 0.70 A 1.20 F 0.15 A 0.15 A	MATTER NAME: 363 TRANSACTION: MASTER PURCHASE AGREEMENT ISSUES 1 CONTINUED REVIEW OF MPA AND T/C RE SAME; 2 T/C'S AND OCS CORPORATE TEAM RE SAME (1.4); 3 ATTN TO REVIEW OF BID PROCEDURES ORDER AND EXECUTORY CONTRACT ISSUES RE SAME (1.2); 4 O/C TOM MOLNER RE REGISTRATION RIGHTS; 5 REVIEW TERM SHEET RE SAME (3)
	\$735.00	06/10/09	Wed	1.00	735.00	1.00	MATTER NAME: 363 TRANSACTION: MASTER PURCHASE AGREEMENT ISSUES 1 PREP FOR AND PARTICIPATE ON CONF CALL AT JENNER & BLOCK AND KL CORPORATE TEAM RE APA, TSA AND RELATED ISSUES; 2 FOLLOW UP RE SAME; 3 REVIEW DOCS RE SAME
	\$735.00	06/10/09	Wed	1.50	1,102.50	1.50	MATTER NAME: RETENTION OF PROFESSIONALS 1 CONTINUED REVIEW OF CONFLICT DATABASE; 2 WORK ON RETENTION PREP; 3 MULTIPLE OCS E. FREJKA RE ALL ISSUES
	\$735.00	06/11/09	Thu	1.00	735.00	1.00	MATTER NAME: SUPPLIER MATTERS 1 REVIEW BID PROCEDURES ORDER AND ATTN TO SUPPLIER SALE ISSUES; 2 T/C SEIDEL AND G NOVOD; 3 FOLLOW UP RE SAME (1.0)

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EXHIBIT D
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TIMEKEEPER	RATE	DATE	ENTRY HOURS	HOURS	FEES	TASK HOURS -	DESCRIPTION
RTSC SCHMIDT, R	\$735.00	06/11/09	Thu	1.40	1,029.00	1.40	MATTER NAME: 363 SALE ISSUES 1 REVIEW BID PROCEDURES ORDER AND PROPOSED SALE ORDER; 2 ATTN TO LITIGATION MATTERS AND MEETINGS WITH J. ROCHON, SCHULMAN, H. WAXMAN;
	\$735.00	06/11/09	Thu	1.70	1,249.50	0.50 A	MATTER NAME: 363 TRANSACTION: TRANSITION SERVICES AGREEMENT 1 FURTHER COMMENT TSA AND CORPORATE ANALYSIS;
						0.50 A	2 REVIEW REVISED DOCS RE SAME (1.0);
						0.35 A	3 O/C KEN KOPELMAN, J. DAVIS, MICHAEL FEIN;
						0.35 A	4 REVIEW REVISED MPA FIRST MEMO (7);
	\$735.00	06/12/09	Fri	1.20	882.00	MATTER NAME: SUPPLIER MATTERS	
						1 REV. ORDERS;	
						2 CONF CALL WITH B. SEIDEL, G. NOVOD RE SAME;	
	\$735.00	06/12/09	Fri	2.70	1,837.50	3 FOLLOW UP RE SAME	
						MATTER NAME: 363 TRANSACTION: MASTER PURCHASE AGREEMENT ISSUES	
						0.75 A	1 MULTIPLE T/C'S AND EMAILS RE OPEN ISSUES ON CSA;
						0.75 A	2 REVIEW REVISED MEMO AND FOLLOW-UP MTG AND ISSUES RE SAME (1.5);
						0.33 A	3 O/C E. WECHSLER AND
						0.33 A	4 REVIEW AND EDIT MPA ISSUES MEMO;
	\$735.00	06/12/09	Fri	1.00	735.00	0.34 A	5 FOLLOW UP RE SAME (1.0);
						0.20 F	6 ATTN TO STATUS OF SALE ORDER (2)
						MATTER NAME: RETENTION OF PROFESSIONALS	
						1 O/C TOM MAYER;	
	\$735.00	06/22/09	Mon	1.20	882.00	2 O/C EF;	
						3 FURTHER REVIEW OF CONFLICT CHECK;	
						4 FURTHER REVISIONS TO DECLARATION AND EXHIBITS	
						MATTER NAME: MOTIONS	
	\$735.00	06/23/09	Tue	2.40	1,764.00	1 OC NOVOD PENDING MATTERS AND REVIEW PLEADINGS	
						MATTER NAME: RETENTION OF PROFESSIONALS	
						1 ATTN TO ISSUES RE RETENTION INCLUDING REV DECLARATION AND CONFS UNITED STATES TRUSTEE;	
						2 REV EVERCORE PAPERS;	
	\$735.00	06/23/09	Tue	2.40	1,764.00	3 O/C S. G. NOVOD;	
						4 OUTLINE RESPONSE;	

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EXHIBIT D
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TIMEKEEPER	RATE	DATE	ENTRY HOURS	HOURS	FEES	TASK HOURS ~	DESCRIPTION
RTSC SCHMIDT, R	\$735.00	06/27/09	Sat	1.50	1,102.50		<u>MATTER NAME: DISCOVERY/DEPOSITIONS</u> 1 ATTN TO SALE RELATED DISCOVERY INC REV OF DEPOSITION UPDATE MEMOS; 2 TCS ROCHON RE SAME
	\$735.00	07/07/09	Tue	1.40	1,029.00		<u>MATTER NAME: APPELLATE ISSUES</u> 1 REVIEW CERTIFICATION AND STAY BRIEFS; 2 O/C D. BLABEY RE RESPONSE; 3 O/C TM REVIEW DRAFT RESPONSE.
	\$735.00	07/08/09	Wed	3.10	955.50	1.00 F 0.43 A 0.43 A 0.44 A 0.80 F	<u>MATTER NAME: APPELLATE ISSUES</u> 1 REVIEW STAY OPINION (1.0); 2 ATTN DISTRICT COURT STAY PAPERS; 3 O/C T. MAYER; 4 O/C D. BLABEY (1.3); 5 REVIEW DRAFT OBJECTION TO STAY REQUEST (8)
	\$735.00	07/13/09	Mon	2.50	1,837.50		<u>MATTER NAME: HEARINGS</u> 1 PREPARE FOR AND PARTICIPATE IN HEARINGS RE DELPHI TRANSACTION APPROVAL; 2 REVIEW OTHER PENDING MOTIONS.
	\$735.00	08/03/09	Mon	1.40	1,029.00		<u>MATTER NAME: RETENTION OF PROFESSIONALS</u> 1 ATTENTION FTI AND ALIX RETENTION PAPERS; 2 TELEPHONE CONFERENCES AND FOLLOW-UP; 3 TELEPHONE CONFERENCES W/US TRUSTEE.
	\$735.00	08/05/09	Wed	1.40	1,029.00		<u>MATTER NAME: EMPLOYEE BENEFITS/LABOR ISSUES</u> 1 OFFICE CONFERENCE W/ T. MAYER; 2 CONFERENCE CALL E. RISKIN, S. KAROTKIN RE STATUS OF SPLINTER UNION NEGOTIATIONS; 3 FOLLOW-UP AND REVIEW DOCUMENTS.
	\$735.00	08/08/09	Sat	1.00	735.00		<u>MATTER NAME: CASE ADMINISTRATION</u> 1 EMAILS RE MEETING AGENDA; 2 REVISE SAME; 3 REVIEW TSA PROVISIONS.
	\$735.00	08/10/09	Mon	1.20	882.00		<u>MATTER NAME: MEETINGS WITH DEBTORS/OTHER MAJOR CONSTITUENTS</u> 1 MEETINGS W/T. MAYER, A. CHOUPROUTA, J. SHARRET TO PREPARE FOR COMMITTEE/DEBTOR MEETING; 2 FOLLOW-UP.

~ See the last page of exhibit for explanation

EXHIBIT D
BLOCK BILLING
Kramer Levin Nafais & Frankel

TIMEKEEPER	RATE	DATE	ENTRY HOURS	HOURS	FEES	TASK HOURS	DESCRIPTION
RTSC SCHMIDT, R	\$735.00	08/12/09	Wed	1.40	1,029.00		MATTER NAME: COMMITTEE MEETINGS/COMMUNICATIONS 1 CONFERENCE CALL FTI RE ALL PENDING CASE ISSUES; 2 FOLLOW-UP.
	\$735.00	08/14/09	Fri	2.50	1,837.50		MATTER NAME: FEE APPLICATION/MONTHLY INVOICES 1 REVIEW AND REVISE INVOICE; 2 MULTIPLE OFFICE CONFERENCES RE SAME
	\$735.00	08/17/09	Mon	3.50	2,572.50	1.00 A	MATTER NAME: RETENTION OF PROFESSIONALS 1 ATTN TO ISSUES RE FTI RETENTION INCLUDING TELEPHONE CONFERENCES W/ J. SMOLINSKY, M. EISENBAND; 2 CONFERENCE W/ SMOLINSKY, S. KAROTKIN (2.0); 3 FURTHER ATTENTION FTI CALLS AND 0.75 A 0.75 A 4 EMAILS FOLLOW-UP (1.5).
	NUMBER OF ENTRIES:			25	40.20	29,547.00	
SSCH SCHMIDT, S	\$385.00	09/30/09	Wed	1.50	577.50		MATTER NAME: CREDITOR COMMUNICATIONS 1 MEETING WITH J. SHARRET AND L. MACKSOUD RE CALLING CREDITORS ABOUT FILING CLAIMS; 2 REVIEW BAR DATE ORDER AND FORMS.
	NUMBER OF ENTRIES:			1	1.50	577.50	
JSHA SHARRET, J	\$440.00	06/04/09	Thu	7.50	3,300.00	3.75 A	MATTER NAME: COMMITTEE MEETINGS/COMMUNICATIONS 1 REVISING BY-LAWS AND 3.75 A 2 VARIOUS TIC WITH COMMITTEE MEMBERS (7.5)
	\$440.00	06/16/09	Tue	1.90	836.00		MATTER NAME: MOTIONS 1 REVIEWING AND REVISING MOTION SUMMARY CHART; 2 REVIEW AND REVISE FIRST DAY ORDERS AND 0.55 A 0.55 A 3 TELEPHONE CONFERENCE W/ G. NOVOD RE SAME. (1.1);
	\$440.00	06/18/09	Thu	5.80	2,200.00	2.50 A	MATTER NAME: MOTIONS 1 DRAFTING AND REVISING OBJECTION TO APPOINT RETIREE COMMITTEE; 2.50 A 2 VARIOUS TIC AND C/F WITH C. LUTGENS AND G. NOVOD RE: SAME (5); 0.80 F 3 REVISING BONDHOLDER OBJECTION (8)
	\$440.00	07/02/09	Thu	3.90	1,716.00		MATTER NAME: DELPHI 1 REVIEWING DELPHI SUMMARY; 2 DRAFT EMAIL TO COMMITTEE RE: SAME

~ See the last page of exhibit for explanation

EXHIBIT D
BLOCK BILLING
Kramer Levin Nafraiss & Frankel

TIMEKEEPER	RATE	DATE	ENTRY HOURS	HOURS	FEES	TASK HOURS ~	DESCRIPTION
JSHA SHARRET, J	\$440.00	07/06/09	Mon	4.00	1,760.00		<u>MATTER NAME: DELPHI</u> 1 <u>TIC WITH A. PHILLIPS RE: DELPHI</u> ; 2 <u>REVIEW DELPHI SUMMARY</u> ; 3 <u>TIC WITH WEIL RE: SAME</u>
	\$440.00	07/16/09	Thu	2.90	748.00	1.70 F 1.20 F	<u>MATTER NAME: CREDITOR COMMUNICATIONS</u> 1 <u>EMAILS AND TICS WITH VARIOUS CREDITORS (1.7)</u> ; 2 <u>REVISE LANGUAGE FOR WEBSITE (1.2)</u>
	\$440.00	07/30/09	Thu	2.80	1,232.00		<u>MATTER NAME: COMMITTEE MEETINGS/COMMUNICATIONS</u> 1 <u>DRAFT COMMITTEE UPDATE EMAIL</u> ; 2 <u>DRAFT MINUTES FROM 7-21 MEETING</u>
	\$440.00	07/30/09	Thu	2.40	1,056.00		<u>MATTER NAME: MOTIONS</u> 1 <u>REVIEW STATUS OF MOTIONS FILED TO DATE</u> ; 2 <u>VARIOUS EMAILS AND TIC WITH DEBTORS AND CREATE CHART OF MOTION STATUS</u>
	\$440.00	08/07/09	Fri	1.10	484.00		<u>MATTER NAME: COMMITTEE MEETINGS/COMMUNICATIONS</u> 1 <u>TELEPHONE CONFERENCE WITH R. BARKASY AND K. BYRNE RE: MOTION TO ENLARGE TIME TO FILE NOTICE OF REMOVAL TO DISTRICT COURT</u> ; 2 <u>REVIEW MEETING MINUTES FROM 8/4</u> ; 3 <u>PREPARE UPDATE EMAIL WITH PENDING MOTIONS AND MINUTES</u>
	\$440.00	08/11/09	Tue	1.20	528.00		<u>MATTER NAME: MOTIONS</u> 1 <u>REVIEW FILINGS</u> ; 2 <u>REVIEW EMAIL SUMMARY OF MEETING WITH THE DEBTORS</u>
	\$440.00	08/12/09	Wed	2.50	1,100.00		<u>MATTER NAME: MOTIONS</u> 1 <u>ATTENTION TO GM MOTIONS SCHEDULED FOR 8-18 HEARING</u> ; 2 <u>TELEPHONE CONFERENCE WITH WEIL RE: DE MINIMIS ASSET SALES</u>
	\$485.00	09/02/09	Wed	4.70	1,309.50	1.35 A 1.35 A 2.00 F	<u>MATTER NAME: COMMITTEE MEETINGS/COMMUNICATIONS</u> 1 <u>PREP FOR COMMITTEE CALL: EMAILS AND CALLS WITH FTI AND</u> 2 <u>REVIEWING MATERIALS FOR CALL (2.7)</u> ; 3 <u>PARTICIPATE IN COMMITTEE CALL (2.0)</u>
	\$485.00	09/08/09	Tue	1.70	824.50		<u>MATTER NAME: EXECUTORY CONTRACT</u> 1 <u>TIC WITH J. CALTON RE: JSSI CONTRACTS AND</u> 2 <u>DRAFTING EMAIL RE: SAME</u> ; 3 <u>TIC WITH G. PLOTKO RE: SAME</u>

~ See the last page of exhibit for explanation

EXHIBIT D
BLOCK BILLING
Kramer Levin Naftalis & Frankel

TIMEKEEPER	RATE	DATE	ENTRY HOURS	HOURS	FEES	TASK HOURS -	DESCRIPTION
JSHA SHARRET, J	\$485.00	09/29/09	Tue	4.30	3.70	3.70 S	MATTER NAME: CREDITOR COMMUNICATIONS 1 T/C WITH VARIOUS CREDITORS; 2 T/C WITH C. LUTGENS RE: STATUS OF PENSION PLANS AND CLAIMS
		NUMBER OF ENTRIES:	14	42.10	18,888.50		
HOST STOOPACK, H	\$695.00	06/04/09	Thu	2.70	2.70	2.70 S	MATTER NAME: TAX ISSUES 1 DISCS. W/ B. HERZOG; 2 REVIEW DOCS. 3 CONSIDERATION RE: TAX ISSUES; 4 T/C STEVE JOFFE
	\$695.00	06/15/09	Mon	3.20	3.20	3.20 S	MATTER NAME: TAX ISSUES 1 DISCS. AND TCS RE: TAX ISSUES; 2 TAX DILIGENCE CALL; 3 E-MAILS RE: SAME
		NUMBER OF ENTRIES:	2	5.90	4,100.50		
LSUR SURIS, L	\$105.00	07/31/09	Fri	2.20	2.20	2.20 S	MATTER NAME: APPELLATE ISSUES 1 RESEARCH COURT FILES AND OBTAINED MOTION TO DISMISS APPEAL AFFIDAVIT AND NOTICE OF ADVISE. 2 RESEARCH WHETHER THERE ARE NEW SCHEDULES FOR MOTORS LIQUIDATION COMPANY.
		NUMBER OF ENTRIES:	1	2.20	231.00		
JTAY TAYLOR, J	\$635.00	06/07/09	Sun	7.10	7.10	7.10 S	MATTER NAME: 363 TRANSACTION: TRANSITION SERVICES AGREEMENT 1 REVIEW TRANSACTION DOCUMENTS AND RELATED MATERIALS; 2 DRAFT ISSUES LIST AND SUMMARY REGARDING THE SAME; 3 INTERNAL DISCUSSIONS REGARDING THE SAME.
	\$635.00	06/08/09	Mon	7.20	7.20	7.20 S	MATTER NAME: 363 TRANSACTION: TRANSITION SERVICES AGREEMENT 1 REVIEW AND REVISE THE DRAFT TRANSACTION SUMMARY AND ISSUES LIST; 2 INTERNAL DISCUSSIONS REGARDING THE SAME.
	\$635.00	06/09/09	Tue	9.70	9.70	9.70 S	MATTER NAME: 363 TRANSACTION: TRANSITION SERVICES AGREEMENT 1 REVIEW AND REVISE THE DRAFT TRANSACTION SUMMARY AND ISSUES LIST; 2 INTERNAL DISCUSSIONS REGARDING THE SAME.

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EXHIBIT D
BLOCK BILLING
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TIMEKEEPER	RATE	DATE	ENTRY HOURS	HOURS	FEES	TASK HOURS ~	DESCRIPTION
JTAY TAYLOR, J	\$635.00	06/10/09	Wed	7.60	7.60	4,826.00	<p>MATTER NAME: 363 TRANSACTION: TRANSITION SERVICES AGREEMENT</p> <p>1 CONFERENCE CALLS WITH DEBTORS' COUNSEL AND FINANCIAL ADVISORS TO THE CREDITORS' COMMITTEE REGARDING TRANSACTION DOCUMENTS;</p> <p>2 REVIEW AND REVISE DRAFT TRANSACTION SUMMARY AND ISSUES LIST;</p> <p>3 INTERNAL DISCUSSIONS REGARDING THE SAME.</p>
	\$635.00	06/11/09	Thu	3.70	3.70	2,349.50	<p>MATTER NAME: 363 TRANSACTION: TRANSITION SERVICES AGREEMENT</p> <p>1 REVIEW AND REVISE DRAFT SUMMARY AND ISSUES LIST REGARDING THE PROPOSED TRANSACTION;</p> <p>2 INTERNAL DISCUSSIONS REGARDING THE SAME.</p>
	\$635.00	06/12/09	Fri	6.80	6.80	4,318.00	<p>MATTER NAME: 363 TRANSACTION: MASTER PURCHASE AGREEMENT ISSUES</p> <p>1 REVIEWED AND REVISED THE DRAFT SUMMARY AND ISSUES LIST;</p> <p>2 INTERNAL DISCUSSIONS REGARDING THE SAME.</p>
	\$635.00	06/15/09	Mon	3.10	3.10	1,968.50	<p>MATTER NAME: 363 TRANSACTION: MASTER PURCHASE AGREEMENT ISSUES</p> <p>1 REVIEWED AND REVISED THE DRAFT TRANSACTION SUMMARY AND ISSUES LIST;</p> <p>2 INTERNAL DISCUSSION REGARDING THE SAME.</p>
	\$635.00	06/26/09	Fri	2.70	1.80	1,143.00	<p>MATTER NAME: 363 TRANSACTION: MASTER PURCHASE AGREEMENT ISSUES</p> <p>0.90 A 1 REVIEWED REVISED FORM OF WARRANTS;</p> <p>0.90 A 2 DISCUSSIONS WITH PAUL WEISS REGARDING THE SAME (1.8);</p> <p>0.90 F 3 REVIEWED AND REVISED DRAFT ISSUES LIST (0.9).</p>
	\$635.00	07/03/09	Fri	4.20	2.30	1,460.50	<p>MATTER NAME: 363 TRANSACTION: MASTER PURCHASE AGREEMENT ISSUES</p> <p>1.15 A 1 REVIEWED AND REVISED TRANSACTION DOCUMENTS;</p> <p>1.15 A 2 DISCUSSIONS WITH DEBTORS' COUNSEL REGARDING THE SAME (2.3);</p> <p>1.90 F 3 DRAFTED ISSUES LIST (1.9).</p>
	\$635.00	07/04/09	Sat	6.20	4.20	2,667.00	<p>MATTER NAME: 363 TRANSACTION: MASTER PURCHASE AGREEMENT ISSUES</p> <p>2.10 A 1 REVIEW AND REVISE DRAFT TRANSACTION DOCUMENTS;</p> <p>2.10 A 2 INTERNAL DISCUSSIONS REGARDING THE SAME (4.2);</p> <p>2.00 F 3 DRAFTED ISSUES LIST (2.0).</p>
	\$635.00	07/05/09	Sun	2.10	2.10	1,333.50	<p>MATTER NAME: 363 TRANSACTION: MASTER PURCHASE AGREEMENT ISSUES</p> <p>1 REVIEWED AND REVISED THE DRAFT TRANSACTION DOCUMENTS;</p> <p>2 INTERNAL DISCUSSIONS REGARDING THE SAME.</p>

~ See the last page of exhibit for explanation

EXHIBIT D
BLOCK BILLING
Kramer Levin Nafstals & Frankel

TIMEKEEPER	RATE	DATE	ENTRY HOURS	HOURS	FEES	TASK HOURS ~	DESCRIPTION
JTAY TAYLOR, J	\$635.00	07/08/09	Wed	7.40	6.30	3.15 A	MATTER NAME: DELPHI 1 INTERNAL DISCUSSIONS REGARDING THE FINAL TRANSACTION DOCUMENTS AND THE DELPHI SALE TRANSACTION;
						3.15 A	2 REVIEWED AND ANALYZED THE FINAL TRANSACTION DOCUMENTS REGARDING THE DELPHI SALE TRANSACTION (6.3);
						1.10 F	3 DISCUSSIONS WITH DEBTORS' COUNSEL REGARDING THE SAME (1.1).
	NUMBER OF ENTRIES:		12	61.90	39,306.50		
JBVE VESSEY, J	\$485.00	06/08/09	Mon	5.60	5.40	1.80 A	MATTER NAME: CORPORATE & SECURITIES MATTERS 1 REVIEW OF 10-K AND 10-Q;
						1.80 A	2 RESEARCH AND REVIEW INTO 8-KS;
						1.80 A	3 PREPARATION OF OVERVIEW SUMMARY;
						0.20 S	4 DISCUSSIONS WITH L. FEIBELMANN AND A. DIENSTAG
HRWA WAXMAN, H	NUMBER OF ENTRIES:		1	5.40	2,619.00		
	\$635.00	06/15/09	Mon	8.80	8.80		MATTER NAME: 363 SALE ISSUES 1 RESEARCH AND DRAFTING OF MEMO RE: 363(M) SALES ISSUE;
							2 DISCUSSION WITH EP AND JR RE: SAME.
	\$635.00	06/17/09	Wed	2.80	2.80		MATTER NAME: 363 SALE ISSUES 1 ADDITIONAL RESEARCH AND DRAFTING RE: 363(SALE MEMO;
ESWE WECHSLER, E							2 REVIEW AND RESPOND TO TEAM EMAILS.
	\$635.00	06/18/09	Thu	1.80	1.80		MATTER NAME: 363 SALE ISSUES 1 REVIEW PAPERS;
							2 REVIEW AND RESPOND TO TEAM EMAILS;
							3 NEW REVIEW.
	NUMBER OF ENTRIES:		3	13.40	8,509.00		
	\$700.00	06/10/09	Wed	4.50	2.00	1.50 F	MATTER NAME: 363 TRANSACTION: MASTER PURCHASE AGREEMENT ISSUES 1 REVIEW OF ISSUES LIST AND TELECONFERENCE J. E. TAYLOR (1.5);
						1.00 A	2 CONFERENCE CALL WEIL GOTSHAL AND JENNER & BLOCK;
						1.00 A	3 TELECONFERENCES KRAMER LEVIN (2.0);
						1.00 F	4 REVIEW REVISIONS TO MEMO (1.0).

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EXHIBIT D
BLOCK BILLING
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TIMEKEEPER	RATE	DATE	ENTRY HOURS	HOURS	FEES	TASK HOURS -	DESCRIPTION
ESWE WECHSLER, E	\$700.00	06/28/09	Sun	4.80	1.80	3.00 F 0.90 A 0.90 A	MATTER NAME: 363 TRANSACTION: MASTER PURCHASE AGREEMENT ISSUES 1 REVIEW OF REVISED MPA, WARRANT AND RRA (3.0); 2 REVISIONS TO ISSUE LIST; 3 CONFERENCE CALLS RE ISSUE LIST (1.8).
	\$700.00	06/29/09	Mon	7.20	2.50	2.50 F 0.70 F 1.25 A 1.25 A 1.50 F	MATTER NAME: 363 TRANSACTION: MASTER PURCHASE AGREEMENT ISSUES 1 CONFERENCES PAUL WEISS, TAX BENEFITS AND BANKRUPTCY GROUP RE REVISED MPA (2.5); 2 CONFERENCE CALL DEBTORS' COUNSEL RE MPA(7); 3 REVISIONS TO ISSUE LIST; 4 INTERNAL CONFERENCES RE OPEN ISSUES (2.5); 5 CONFERENCES AND E-MAILS JENNER AND PAUL WEISS RE OPEN ISSUES (1.5).
	\$700.00	07/02/09	Thu	2.50	2.50		MATTER NAME: 363 TRANSACTION: MASTER PURCHASE AGREEMENT ISSUES 1 NUMEROUS E-MAILS AND CONFERENCE CALLS RE MPA AND EQUITY DOCUMENTS.
	\$700.00	07/03/09	Fri	3.50	3.50		MATTER NAME: 363 TRANSACTION: MASTER PURCHASE AGREEMENT ISSUES 1 NUMEROUS CONFERENCE CALLS AND 2 REVIEW OF DOCUMENTS RE MPA AND EQUITY DOCUMENTS.
NUMBER OF ENTRIES:			5	12.30	8,610.00		
Total				659.50	\$412,568.50		
Number of Entries:				231			

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EXHIBIT D
BLOCK BILLING
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TIMEKEEPER NAME	INITIALS	HOURS	RATE	FEES
ALMEDA, D	DEAL	16.20	\$270.00	4,374.00
AUGUSTE, C	CSAU	5.90	\$700.00	4,130.00
BARRON, D	DBAR	35.40	\$260.00	9,204.00
BLADES, M	MBLA	6.10	\$520.00	3,172.00
CAMPANA, K	KVCA	10.80	\$650.00	7,020.00
CHASS, M	MCHA	4.60	\$645.00	2,967.00
DAVIS, J	JDAV	48.40	\$650.00	31,460.00
ECKSTEIN, K	KHEC	9.10	\$930.00	8,463.00
FINGER, T	TFIN	3.30	\$660.00	2,178.00
FOLB, K	KFOL	2.00	\$635.00	1,270.00
FREJKA, E	ESFR	3.30	\$670.00	2,211.00
HERZOG, B	BHER	3.60	\$750.00	2,700.00
HOROWITZ, G	GHOR	1.40	\$715.00	1,001.00
KATZ, A	ARKA	3.50	\$485.00	1,697.50
KOPELMAN, K	KPKO	3.30	\$835.00	2,755.50
KROUNER, S	SKRO	1.30	\$715.00	929.50
LEVINE, D	DJLE	4.50	\$660.00	2,970.00
MACKSOUND, L	LMMA	39.20	\$585.00	22,932.00
		4.40	\$600.00	2,640.00
MAYER, T	TMMA	4.10	\$930.00	3,813.00
MOLNER, T	TEMO	20.60	\$735.00	15,141.00
NOVOD, G	GNOV	113.00	\$615.00	69,485.00
PATT, E	EPAT	3.20	\$385.00	1,232.00
PLOTKO, G	GGPL	5.90	\$665.00	3,923.50
REGAL, V	VREG	5.30	\$385.00	2,040.50
REZNICK, A	AREZ	5.30	\$775.00	4,107.50
RIGEL, B	BRIG	2.40	\$650.00	1,560.00
ROCHON, J	JROC	10.70	\$680.00	7,276.00
ROGOFF, A	ACRO	96.70	\$795.00	76,876.50
ROSENSAFT, J	JROS	1.10	\$600.00	660.00
SCHMIDT, R	RTSC	40.20	\$735.00	29,547.00
SCHMIDT, S	SSCH	1.50	\$385.00	577.50
SHARRET, J	JSHA	34.00	\$440.00	14,960.00
		8.10	\$485.00	3,928.50
STOOPACK, H	HOST	5.90	\$695.00	4,100.50
SURIS, L	LSUR	2.20	\$105.00	231.00
TAYLOR, J	JTAY	61.90	\$635.00	39,306.50
VESSEY, J	JBEV	5.40	\$485.00	2,619.00
WAXMAN, H	HRWA	13.40	\$635.00	8,509.00
WECHSLER, E	ESWE	12.30	\$700.00	8,610.00
		659.50		\$412,588.50

EXHIBIT D
BLOCK BILLING
Kramer Levin Nafzalis & Frankel

SUMMARY OF HOURS AND FEES BY MATTER

MATTER NAME	HOURS	FEES
363 SALE ISSUES	88.40	56,146.50
363 TRANSACTION: MASTER PURCHASE AGREEMENT ISSUES	54.00	36,401.50
363 TRANSACTION: TRANSITION SERVICES AGREEMENT	94.70	61,768.50
APPELLATE ISSUES	4.90	2,215.50
CASE ADMINISTRATION	45.40	17,066.00
CLAIMS ADMINISTRATION & OBJECTIONS	4.70	3,112.50
COMMITTEE MEETINGS/COMMUNICATIONS	39.30	22,579.50
CORPORATE & SECURITIES MATTERS	16.60	11,455.00
CREDITOR COMMUNICATIONS	6.90	3,120.00
DEALERSHIP MATTERS	29.40	21,575.00
DELPHI	21.20	11,781.50
DISCOVERY/DEPOSITIONS	13.90	8,820.50
EMPLOYEE BENEFITS/LABOR ISSUES	1.40	1,029.00
ENVIRONMENTAL ISSUES	12.60	8,319.50
EXECUTORY CONTRACT	16.20	12,246.00
FEE APPLICATION/MONTHLY INVOICES	2.50	1,837.50
HEARINGS	19.90	13,962.00
MEETINGS WITH DEBTORS/OTHER MAJOR CONSTITUENTS	8.80	6,681.00
MOTIONS	79.90	53,826.50
PLAN & DISCLOSURE STATEMENT	2.80	2,226.00
PRE-PETITION COLLATERAL REVIEW	28.80	11,986.50
RETENTION OF PROFESSIONALS	43.40	28,357.50
SUPPLIER MATTERS	3.10	2,332.50
TAX ISSUES	18.00	11,532.50
TORT AND SUCCESSOR LIABILITY ISSUES	2.70	2,210.00
	659.50	\$412,588.50

(-) REASONS FOR TASK HOUR ASSIGNMENTS

A Task Hours Allocated By Fee Auditor
F FINAL BILL
S Supplemental Information

EXHIBIT E

(Legal Research)

EXHIBIT E
LEGAL RESEARCH
Kramer Levin Nafalis & Frankel

TIMEKEEPER NAME	INITIALS	HOURS	RATE	FEES
AMSTER, J	JSAM	1.50	\$520.00	780.00
BLABEY, D	DEBL	67.25	\$560.00	37,660.00
BLADES, M	MBLA	19.45	\$520.00	10,114.00
		2.70	\$560.00	1,512.00
CATON, A	ACAT	20.85	\$680.00	14,178.00
CHASS, M	MCHA	0.50	\$645.00	322.50
CHO, D	DCHO	26.70	\$385.00	10,279.50
CIPOLLA, S	SACI	4.50	\$260.00	1,170.00
DAVIS, J	JDAV	6.12	\$650.00	3,978.00
FINGER, T	TFIN	5.45	\$650.00	3,542.50
		11.00	\$660.00	7,260.00
FOLB, K	KFOL	8.80	\$635.00	5,588.00
		2.90	\$650.00	1,885.00
FORD, S	SFOR	40.20	\$385.00	15,477.00
FREEDMAN, A	AJFR	4.10	\$520.00	2,132.00
FREJKA, E	ESFR	1.65	\$670.00	1,105.50
FRIEDMAN, A	ARFR	2.50	\$810.00	2,025.00
GREENBERG, E	ESGR	11.80	\$385.00	4,543.00
HERZOG, B	BHER	0.50	\$750.00	375.00
HUSAIN, N	NHUS	7.00	\$80.00	560.00
KOPELMAN, K	KPKO	3.25	\$835.00	2,713.75
MACKSOUD, L	LMMA	19.10	\$585.00	11,173.50
		13.20	\$600.00	7,920.00
MAYER, T	TMMA	0.30	\$930.00	279.00
NOVOD, G	GNOV	2.32	\$615.00	1,426.80
OLIVEIRA, J	JOLI	3.00	\$360.00	1,080.00
PATT, E	EPAT	12.90	\$385.00	4,966.50
PLOTKO, G	GGPL	3.45	\$660.00	2,277.00
		2.90	\$665.00	1,928.50
REGAL, V	VREG	34.00	\$385.00	13,090.00
RIGEL, B	BRIG	11.25	\$650.00	7,312.50
ROCHON, J	JROC	6.40	\$680.00	4,352.00
ROSENSAFT, J	JROS	9.00	\$600.00	5,400.00
RUSKAY-KIDD, S	SRUS	20.80	\$660.00	13,728.00
SCHMIDT, R	RTSC	5.30	\$735.00	3,895.50
SCHULMAN, B	BMSC	6.90	\$650.00	4,485.00
SHARRET, J	JSHA	7.15	\$440.00	3,146.00
		16.30	\$485.00	7,905.50
STOOPACK, H	HOST	0.60	\$695.00	417.00
TAYLOR, J	JTAY	3.00	\$635.00	1,905.00
TRACHTMAN, J	JSTR	1.20	\$760.00	912.00
VESSEY, J	JBYE	5.40	\$485.00	2,619.00
WAXMAN, H	HRWA	23.60	\$635.00	14,986.00
WEBBER, A	AWEB	11.60	\$440.00	5,104.00
WEINER, A	AWEI	14.00	\$440.00	6,160.00

EXHIBIT E
LEGAL RESEARCH
Kramer Levin Natfalis & Frankel

TIMEKEEPER NAME	INITIALS	HOURS	RATE	FEES
		482.39		\$253,669.55
MATTER NAME		HOURS		FEES
363 SALE ISSUES		68.45		35,202.50
363 TRANSACTION: MASTER PURCHASE AGREEMENT ISSUES		11.52		5,229.80
363 TRANSACTION: REAL ESTATE ISSUES		0.50		367.50
363 TRANSACTION: TRANSITION SERVICES AGREEMENT		11.67		8,063.75
APPELLATE ISSUES		7.95		4,476.00
CASE ADMINISTRATION		0.30		279.00
COMMITTEE MEETINGS/COMMUNICATIONS		1.20		720.00
CORPORATE & SECURITIES MATTERS		24.20		13,939.00
DIP FINANCING/CASH COLLATERAL		39.55		18,540.50
ENVIRONMENTAL ISSUES		70.05		42,919.00
EXECUTORY CONTRACT		8.20		3,977.00
FEE APPLICATION/MONTHLY INVOICES		0.25		165.00
HEARINGS		4.50		3,159.00
MOTIONS		10.55		5,564.50
PLAN & DISCLOSURE STATEMENT		2.90		1,928.50
PRE-PETITION COLLATERAL REVIEW		0.50		322.50
RETENTION OF PROFESSIONALS		14.75		6,758.50
TAX ISSUES		34.50		19,730.50
TORT AND SUCCESSOR LIABILITY ISSUES		170.85		82,337.00
		482.39		\$253,669.55

EXHIBIT E
LEGAL RESEARCH
Kramer Levin Natfalis & Frankel

TIMEKEEPER	RATE	DATE	ENTRY HOURS	HOURS	FEES	TASK HOURS ~	DESCRIPTION
JSAM AMSTER, J	\$520.00	06/05/09	Fri	1.50	1.50	1.50 F	MATTER NAME: CORPORATE & SECURITIES MATTERS 1 UNSECURED BOND INDENTURES RESEARCH (1.5)
	NUMBER OF ENTRIES:			1	1.50	780.00	
DEBL BLABEY, D	\$560.00	06/08/09	Mon	7.60	3.60	0.20 F	MATTER NAME: TORT AND SUCCESSOR LIABILITY ISSUES 1 DISCS A. CATON (2)
						0.20 F	2 AND E. FREJKA (2) RE TORT LIABILITY DOCUMENT REQUESTS,
						2.40 F	3 AND DRAFT SAME (2.4);
						0.20 F	4 DISCUSS SUCCESSOR LIABILITY RESEARCH WITH K. ECKSTEIN AND J. TRACHTMAN (2)
						3.60 F	5 AND RESEARCH SAME (3.6);
						1.00 F	6 REVIEW CHRYSLER BRIEFS RE SUCCESSOR LIABILITY ISSUES FOR GM MEMO (1).
	\$560.00	06/09/09	Tue	13.40	13.40		MATTER NAME: TORT AND SUCCESSOR LIABILITY ISSUES 1 RESEARCH AND DRAFT MEMO RE SUCCESSOR LIABILITY AND SALES FREE AND CLEAR.
	\$560.00	06/10/09	Wed	10.70	10.70		MATTER NAME: TORT AND SUCCESSOR LIABILITY ISSUES 1 RESEARCH AND DRAFT MEMO RE SUCCESSOR LIABILITY ISSUES AND SALES FREE AND CLEAR.
	\$560.00	06/11/09	Thu	12.80	11.90	0.30 F	MATTER NAME: TORT AND SUCCESSOR LIABILITY ISSUES 1 DISCS SUCCESSOR LIABILITY MEMO WITH A. CATON (3)
						0.60 F	2 AND A. CATON AND K. ECKSTEIN (6)
						11.90 F	3 AND RESEARCH AND DRAFT SAME (11.9)
	\$560.00	06/17/09	Wed	10.10	3.55	3.00 F	MATTER NAME: 363 SALE ISSUES 1 ATTEND COMMITTEE CALL TO DISCUSS SALE OBJECTION (3);
						3.55 A	2 RESEARCH AND
						3.55 A	3 DRAFT SALE OBJECTION (7.1).
	\$560.00	06/18/09	Thu	8.50	4.25		MATTER NAME: 363 SALE ISSUES 1 RESEARCH AND
							2 DRAFT OBJECTION TO SALE.
	\$560.00	06/19/09	Fri	8.70	4.35		MATTER NAME: 363 SALE ISSUES 1 RESEARCH AND
							2 DRAFT OBJECTION TO SALE.

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EXHIBIT E
LEGAL RESEARCH
Kramer Levin Nafalis & Frankel

TIMEKEEPER	RATE	DATE	ENTRY HOURS	HOURS	FEES	TASK HOURS ~	DESCRIPTION
DEBL BLABEY, D	\$560.00	06/22/09	Mon	4.30	3.20	3.20 F	MATTER NAME: 363 SALE ISSUES 1 RESEARCH FOR SALE OBJECTION ADMIN INSOLVENCY (3.2);
						0.20 F	2 DISCUSS SAME WITH A. CATON AND J. TRACHTMAN (2);
						0.90 F	3 REVIEW OTHER PARTIES' OBJECTIONS (9).
	\$560.00	06/23/09	Tue	8.80	4.40		MATTER NAME: 363 SALE ISSUES 1 RESEARCH;
					2,464.00		2 REVISE, EDIT SALE OBJECTION.
	\$560.00	06/30/09	Tue	5.50	2.25	1.00 F	MATTER NAME: DIP FINANCING/CASH COLLATERAL 1 DISCUSS OBJECTION TO MOTION TO AMEND DIP CREDIT FACILITY W/ K. ECKSTEIN, R. SCHMIDT, A. CATON (1);
					1,260.00	2.25 A	2 RESEARCH AND
						2.25 A	3 DRAFT OBJECTION (4.5).
	\$560.00	07/08/09	Wed	10.50	5.25		MATTER NAME: APPELLATE ISSUES 1 RESEARCH AND
					2,940.00		2 DRAFT OPPOSITION TO EMERGENCY MOTION TO STAY SALE AND FOR EXPEDITED APPEAL AT DISTRICT COURT LEVEL.
MBLA BLADES, M	\$560.00	08/11/09	Tue	0.40	0.40		MATTER NAME: MOTIONS 1 RESEARCH FOR BAR DATE MOTION RE ASBESTOS CLAIMS.
	NUMBER OF ENTRIES:		12		67.25		
					37,660.00		
	\$520.00	06/05/09	Fri	3.70	3.00	3.00 F	MATTER NAME: TAX ISSUES 1 RESEARCH RE: TRADING ORDERS (3.0);
					1,560.00	0.70 F	2 CONFERENCE WITH B. HERZOG RE: SAME (7).
	\$520.00	06/07/09	Sun	3.60	3.60		MATTER NAME: TAX ISSUES 1 RESEARCH RE: TRADING RESTRICTIONS.
	\$520.00	06/08/09	Mon	3.70	3.10	0.60 F	MATTER NAME: TAX ISSUES 1 CONFERENCE WITH B. HERZOG (6)
					1,612.00	3.10 F	2 AND RESEARCH RE: TRADING RESTRICTIONS (3.1).
	\$520.00	06/15/09	Mon	2.40	1.20		MATTER NAME: TAX ISSUES 1 RESEARCH RE: TRADING ORDER;
					624.00		2 CONFERENCE WITH B. HERZOG RE: SAME.

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EXHIBIT E
LEGAL RESEARCH
Kramer Levin Nafalis & Frankel

TIMEKEEPER	RATE	DATE	ENTRY HOURS	HOURS	FEES	TASK HOURS -	DESCRIPTION
MBLA BLADES, M	\$520.00	06/17/09	Wed	3.20	1.80	1.40 F	MATTER NAME: TAX ISSUES 1 CONFERENCE WITH B. HERZOG, H. STOOPACK (1.4)
						1.80 F	2 AND RESEARCH RE: REORG REQUIREMENTS (1.8).
	\$520.00	06/18/09	Thu	3.20	3.20		MATTER NAME: TAX ISSUES 1 RESEARCH RE: REORG REQUIREMENTS.
	\$520.00	06/29/09	Mon	3.70	1.85		MATTER NAME: TAX ISSUES 1 CONFERENCE WITH B. HERZOG AND 2 RESEARCH RE: TAX STRUCTURE.
ACAT CATON, A	\$520.00	06/30/09	Tue	3.40	1.70		MATTER NAME: TAX ISSUES 1 CONFERENCE WITH B. HERZOG AND 2 RESEARCH RE: TAX STRUCTURE.
	\$560.00	09/30/09	Wed	3.20	2.70	0.50 S 2.70 S	MATTER NAME: TAX ISSUES 1 CONFERENCE WITH B. HERZOG AND 2 RESEARCH RE: LIQUIDATING TRUST.
	NUMBER OF ENTRIES:	9		22.15	11,626.00		
ACAT CATON, A	\$680.00	06/08/09	Mon	5.00	2.25	2.25 A 2.25 A 0.50 F	MATTER NAME: TORT AND SUCCESSOR LIABILITY ISSUES 1 REVIEW SUCCESSOR LIABILITY RESEARCH AND 2 DISCUSS PLEADINGS FOR SAME WITH D. BLABEY, K. ECKSTEIN, J. TRACHTMAN (4.5); 3 REVIEW DISCOVERY REQUESTS RE: TORT ISSUES TO WEIL (5)
	\$680.00	06/09/09	Tue	5.00	2.50		MATTER NAME: TORT AND SUCCESSOR LIABILITY ISSUES 1 CONTINUE REVIEW OF RESEARCH ON SUCCESSOR LIABILITY AND 363 (F), 2 DISCUSS SAME WITH D. BLABEY, J. TRACHTMAN
	\$680.00	06/10/09	Wed	4.00	4.00		MATTER NAME: TORT AND SUCCESSOR LIABILITY ISSUES 1 CONTINUE REVIEW OF RESEARCH ON SUCCESSOR LIABILITY AND MEMO TO COMMITTEE RE: SAME.
	\$680.00	06/16/09	Tue	2.80	2.00	2.00 F 0.80 F	MATTER NAME: 363 SALE ISSUES 1 REVIEW 363(M) AND RESEARCH RE SAME (2); 2 DISCUSS OBJECTION ON SAME W/ BLABEY, TRACHTMAN (8);

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EXHIBIT E
LEGAL RESEARCH
Kramer Levin Natfalis & Frankel

TIMEKEEPER	RATE	DATE	ENTRY HOURS	HOURS	FEES	TASK HOURS ~	DESCRIPTION
ACAT CATON, A	\$680.00	06/30/09	Tue	2.00	544.00	0.80 F	MATTER NAME: ENVIRONMENTAL ISSUES 1 RESEARCH RE: ENVIRONMENTAL LIABILITIES AND REAL PROP RIGHTS (3);
						1.20 F	2 CALL WITH FEIN, DAVIS RE: SAME AND WHAT HAPPENS UNDER DOCUMENTS WITH LIABILITIES, ABANDONMENT AND REVIEW DOCUMENTS FOR SAME (1,2);
	\$680.00	07/01/09	Wed	1.00	680.00		MATTER NAME: ENVIRONMENTAL ISSUES 1 RESEARCH ENVIRONMENTAL LIABILITY CARRY-OVER.
	\$680.00	08/12/09	Wed	1.00	340.00		MATTER NAME: ENVIRONMENTAL ISSUES 1 DISCUSS ENVIRONMENTAL CLAIM LIABILITIES W/ C. WARREN AND 2 RESEARCH RE SAME.
	\$680.00	08/17/09	Mon	6.20	1,836.00	2.70 A 2.70 A 0.80 F	MATTER NAME: HEARINGS 1 PREPARE FOR HEARING ON FTI, APS RETENTIONS AND OTHER MATTERS, INCLUDING DRAFT AND 2 RESEARCH ARGUMENT ON FTI RETENTION (5,4); 3 EMAILS W/ M. EISENBAND, A. PHILLIPS AND R. SCHMIDT RE SAME (8);
	\$680.00	08/18/09	Tue	4.80	1,088.00		MATTER NAME: RETENTION OF PROFESSIONALS 1 RESEARCH AND 2 PREPARE FOR FTI RETENTION HEARING AND ATTEND SAME. 3 CALL KAROTKIN RE: EVERCORE RETENTION, OTHER OUTSTANDING ISSUES.
	\$680.00	08/20/09	Thu	2.20	340.00	0.40 F 0.50 A 0.50 A 0.80 F	MATTER NAME: ENVIRONMENTAL ISSUES 1 TELEPHONE CALL WITH A. ROGOFF RE: ENVIRONMENTAL ISSUES (4); 2 OFFICE CONFERENCE WITH P.B. O'NEILL, L. MACKSQUID RE: SAME AND 3 BEGIN RESEARCHING SAME (1,0); 4 REVIEW WIND-DOWN CA AND ORDER RE: ENVIRONMENTAL CLAIM BUCKET AND TELEPHONE CALL WITH A. KATZ RE: SAME (8);
	\$680.00	08/24/09	Mon	2.20	1,360.00	2.00 F 0.20 F	MATTER NAME: ENVIRONMENTAL ISSUES 1 RESEARCH/REVIEW TREATISE ON BR, ENVIRONMENTAL CLAIMS (2,0); 2 DISCUSS STAFFING FOR TUESDAY MEETING, TREATMENT OF ENVIRO CLAIMS WITH A. ROGOFF (2);
	\$680.00	08/25/09	Tue	1.00	680.00		MATTER NAME: ENVIRONMENTAL ISSUES 1 REVIEW TREATISE ON ENVIRONMENTAL CLAIMS IN BR.
NUMBER OF ENTRIES:			12	20.85	14,176.00		

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EXHIBIT E
LEGAL RESEARCH
Kramer Levin Nafais & Frankel

TIMEKEEPER	RATE	DATE	ENTRY HOURS	HOURS	FEES	TASK HOURS ~	DESCRIPTION
MCHA CHASS, M	\$645.00	06/23/09	Tue	3.30	0.50	1.30 F	MATTER NAME: PRE-PETITION COLLATERAL REVIEW 1 RWV EMAIL CORR RE LIENS ON VEHICLES, RWV UCC RE SAME, RWV (1.3)
					322.50	0.50 A	2 S. RESTIFO RESEARCH,
						0.50 A	3 DISC KC RE SAME (1.0),
						1.00 F	4 RWV AUTONATION 10K RE TREATMENT OF VEHICLES (1.0)
	NUMBER OF ENTRIES:		1		0.50		322.50
DCHO CHO, D	\$385.00	06/11/09	Thu	6.00	5.50	0.50 F	MATTER NAME: DIP FINANCING/CASH COLLATERAL 1 CONFERENCE REGARDING PREPETITION AND DIP RESEARCH (0.5);
					2,117.50	5.50 F	2 RESEARCH PREPETITION AND DIP ISSUES (5.5)
	\$385.00	06/12/09	Fri	4.80	4.20	0.60 F	MATTER NAME: DIP FINANCING/CASH COLLATERAL 1 MEETING WITH MEMBERS OF LITIGATION TEAM TO DISCUSS PREPETITION AND DIP RESEARCH (0.6);
					1,617.00	4.20 F	2 RESEARCH PREPETITION AND DIP ISSUES (4.2)
	NUMBER OF ENTRIES:		1	11.80	11.80		4,543.00
SACI CIPOLLA, S	\$385.00	06/15/09	Mon	5.20	5.20	1	MATTER NAME: DIP FINANCING/CASH COLLATERAL 1 RESEARCH PREPETITION AND DIP ISSUES
					2,002.00		
	NUMBER OF ENTRIES:		4		26.70		10,279.50
	\$260.00	06/07/09	Sun	2.30	4.50	0.15 A	MATTER NAME: RETENTION OF PROFESSIONALS 1 CONFERENCE WITH E.FREJKA AND G.NOVOV REGARDING ANALYSIS OF MEMBERS OF PAST COMMITTEES AND
					1,170.00	0.15 A	2 IMPORT INFORMATION INTO EXCEL SPREADSHEET (30);
JDAV DAVIS, J						4.50 F	3 CONDUCTED RESEARCH FOR SAME (4.50);
	NUMBER OF ENTRIES:		1		4.50		1,170.00
	\$650.00	06/22/09	Mon	10.50	1.82	1.82 A	MATTER NAME: 363 TRANSACTION: TRANSITION SERVICES AGREEMENT 1 CONF. WITH K. KOPELMAN TO DISCUSS TSA ISSUES;
					1,183.00	1.82 A	2 WORKED ON UPDATE MEMO TO COMMITTEE;
						1.82 A	3 REVISED/REVISED TSAMLA GRIDS FOR INCLUSION IN MOTION RE: SALE ORDER;
						1.82 A	4 FOIA RESEARCH AND PREPARE LETTER TO TREASURY;
						1.40 S	5 CONF. WITH K. KOPELMAN, T. MOLNER AND R. SCHMIDT ON FOIA;
						1.82 A	6 PREPARED DOCUMENTATION TO DELIVER TO CWT AND TREASURY.

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EXHIBIT E
LEGAL RESEARCH
Kramer Levin Nafalis & Frankel

TIMEKEEPER	RATE	DATE	ENTRY HOURS	HOURS	FEES	TASK HOURS -	DESCRIPTION
JDAV DAVIS, J	\$650.00	07/02/09	Thu	6.50	4.30	2.20 F 4.30 F	MATTER NAME: CORPORATE & SECURITIES MATTERS 1 PREPARE SHORT LIST OF ISSUES FOR A. CATON (2.2); 2 REVIEWED DE LAW ON BANKRUPTCY AND CORPORATIONS IN CONNECTION WITH CHANGES TO BYLAWS/ARTICLES FOR GM (4.3)
		NUMBER OF ENTRIES:	2	6.12	3,978.00		
TFIN FINGER, T	\$650.00	07/27/09	Mon	4.00	1.15	1.70 F 1.15 A 1.15 A	MATTER NAME: ENVIRONMENTAL ISSUES 1 CONF WITH C. WARREN AND K. FOLB RE: RESEARCH MEMO (1.7); 2 CONF WITH K. FOLB AND 3 REVIEW RESEARCH (2.3).
	\$650.00	07/28/09	Tue	1.50	1.50		MATTER NAME: ENVIRONMENTAL ISSUES 1 REVIEW RESEARCH MATERIALS AND DRAFT OUTLINE FOR MEMO.
	\$650.00	08/05/09	Wed	2.50	1.25		MATTER NAME: ENVIRONMENTAL ISSUES 1 REVIEW BANKRUPTCY RESEARCH, 2 CONFERENCE WITH K. FOLB.
	\$650.00	08/06/09	Thu	0.80	0.80		MATTER NAME: ENVIRONMENTAL ISSUES 1 RESEARCH ISSUES RE: TREATMENT OF ENVIRONMENTAL CLAIMS.
	\$650.00	08/19/09	Wed	1.50	0.75		MATTER NAME: ENVIRONMENTAL ISSUES 1 FINALIZE OUTLINE AND RESEARCH; 2 E-MAIL TO K. FOLB AND C. WARREN.
	\$660.00	09/09/09	Wed	3.50	3.00	0.50 F 3.00 F	MATTER NAME: ENVIRONMENTAL ISSUES 1 CALL WITH K. FOLB (5); 2 RESEARCH AND DRAFT MEMO (3.0).
	\$660.00	09/10/09	Thu	6.00	6.00		MATTER NAME: ENVIRONMENTAL ISSUES 1 RESEARCH STATUTES AND DRAFT MEMO
	\$660.00	09/11/09	Fri	2.00	2.00		MATTER NAME: ENVIRONMENTAL ISSUES 1 RESEARCH, DRAFT MEMO
		NUMBER OF ENTRIES:	8	16.45	10,802.50		

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EXHIBIT E
LEGAL RESEARCH
Kramer Levin Natfalis & Frankel

TIMEKEEPER	RATE	DATE	ENTRY HOURS	HOURS	FEES	TASK HOURS ~	DESCRIPTION
KFOL FOLB, K	\$635.00	07/23/09	Thu 4.00	1.60	1,016.00	0.80 F 1 REVIEW TOLLING AGREEMENT (8); 1.60 A 2 RESEARCH RE: SITES IN AGREEMENT, STATUTE OF LIMITATIONS ISSUE; 1.60 A 3 CONF WITH C. WARREN RE SAME (3.2).	MATTER NAME: ENVIRONMENTAL ISSUES
	\$635.00	07/28/09	Tue 0.80	0.40	254.00	1 REVIEW OUTLINE FOR MEMO; 2 RESEARCH FOR MEMO.	MATTER NAME: ENVIRONMENTAL ISSUES
	\$635.00	08/05/09	Wed 3.00	1.50	952.50	1 RESEARCH FOR MEMO RE: TREATMENT OF ENVIRONMENTAL OBLIGATIONS IN BANKRUPTCY; 2 EDITS TO OUTLINE.	MATTER NAME: ENVIRONMENTAL ISSUES
	\$635.00	08/18/09	Tue 2.30	2.30	1,460.50	1 RESEARCH FOR ENVIRONMENTAL MEMO.	MATTER NAME: ENVIRONMENTAL ISSUES
	\$635.00	08/19/09	Wed 0.40	0.40	254.00	1 RESEARCH FOR ENVIRONMENTAL MEMO.	MATTER NAME: ENVIRONMENTAL ISSUES
	\$635.00	08/26/09	Wed 2.60	2.60	1,651.00	1 RESEARCH FOR ENVIRONMENTAL MEMO.	MATTER NAME: ENVIRONMENTAL ISSUES
	\$650.00	09/08/09	Tue 1.00	1.00	650.00	1 RESEARCH FOR MEMO.	MATTER NAME: ENVIRONMENTAL ISSUES
	\$650.00	09/24/09	Thu 3.00	1.90	1,235.00	0.80 F 1 EDITS TO MEMO SECTIONS (8); 0.30 F 2 CONF WITH C. WARREN (3); 1.90 F 3 RESEARCH RE: ENVIRONMENTAL ISSUES AND LIENS (1.9).	MATTER NAME: ENVIRONMENTAL ISSUES
NUMBER OF ENTRIES:				8	11.70	7,473.00	
SFOR FORD, S	\$385.00	06/08/09	Mon 1.00	1.00	385.00	1 READING AND ANALYZING CASE FOR SUCCESSOR LIABILITY MEMO.	MATTER NAME: TORT AND SUCCESSOR LIABILITY ISSUES

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EXHIBIT E
LEGAL RESEARCH
Kramer Levin Natfalis & Frankel

TIMEKEEPER	RATE	DATE	ENTRY HOURS	HOURS	FEES	TASK HOURS -	DESCRIPTION
SFOR FORD, S	\$385.00	06/09/09	Tue	5.10	1.60	1.90 F	MATTER NAME: TORT AND SUCCESSOR LIABILITY ISSUES 1 TEAM MEETING (1.9).
					616.00	1.60 A	2 REVIEW OF BACKGROUND DOCUMENTS AND
						1.60 A	3 INITIAL RESEARCH INTO STATE LAW (NEW YORK) (3.2).
	\$385.00	06/10/09	Wed	7.10	7.10	2,733.50	MATTER NAME: TORT AND SUCCESSOR LIABILITY ISSUES 1 NEW YORK AND TEXAS' SUCCESSOR LIABILITY RESEARCH AND DRAFTING.
	\$385.00	06/11/09	Thu	8.50	6.00	2,310.00	MATTER NAME: TORT AND SUCCESSOR LIABILITY ISSUES 1 DRAFTING TX SECTION (2.5) 6.00 F 2 NJ RESEARCH AND DRAFTING (6).
	\$385.00	06/12/09	Fri	8.70	6.10	2,348.50	MATTER NAME: TORT AND SUCCESSOR LIABILITY ISSUES 1 SUCCESSOR LIABILITY MEMO: RESEARCH AND WRITING ON WA STATE (6.1) 2.20 F 2 'OUTLINING SECTIONS ON DE FACTO MERGER AND MERE CONTINUATION. (2.2) 0.40 F 3 'MEETING TO REVIEW NEW DEADLINES(4)
	\$385.00	06/13/09	Sat	16.40	8.90	3,426.50	MATTER NAME: TORT AND SUCCESSOR LIABILITY ISSUES 1 SUCCESSOR LIABILITY MEMO: LEXIS RESEARCH ON MA AND CT CASES (1.3) 5.60 F 2 'READING CASES AND WRITING SECTION ON MA (5.6) 3.50 F 3 'WRITING SECTION ON DE FACTO MERGER (3.5) 4.00 F 4 'WRITING SECTION ON MERE CONTINUATION (4) 2.00 F 5 'READING CASES ON CT (2)
	\$385.00	06/14/09	Sun	11.50	9.50	3,657.50	MATTER NAME: TORT AND SUCCESSOR LIABILITY ISSUES 1 CT SECTION OF SUCCESSOR LIABILITY MEMO-WRITING SUMMARY (2.5 HOURS) 9.50 F 2 'EDITING DE FACTO MERGER AND CONTINUATION SECTIONS, ADDITIONAL RESEARCH (9.5).
	NUMBER OF ENTRIES:		7		40.20	15,477.00	
AJFR FREEDMAN, A	\$520.00	06/08/09	Mon	7.40	1.30	676.00	MATTER NAME: 363 TRANSACTION: TRANSITION SERVICES AGREEMENT (2.1); 1 REVISE SUMMARY/GRIDS OF TRANSITION SERVICES AGREEMENT BASED ON COMMENTS FROM KEN KOPELMAN AND JOSH DAVIS 0.90 F 2 ASSIST WITH DRAFTING AND REVISING LONG FORM MEMO REGARDING TSA ISSUES (9); 1.90 F 3 CONFERENCE AND ADDITIONAL DISCUSSIONS WITH KEN KOPELMAN AND JOSH DAVIS REGARDING DRAFT OF TSA MEMO TO THE COMMITTEE AND TSA SUMMARY/GRID (1.9); 1.30 F 4 RESEARCH PRIOR TSAS WITH SIMILAR STRUCTURE AND RESEARCH PRECEDENT AND LANGUAGE FROM PRIOR TSAS (1.3); 0.60 F 5 AND COORDINATE REVIEW OF TSA AND MASTER LEASE AGREEMENT AND DRAFTING OF SUMMARIES/MEMOS BY TAX, REAL ESTATE AND ENVIRONMENTAL ATTORNEYS (6); 0.60 F 6 AND CREATE INTERNAL WORKING PARTY LIST OF ATTORNEYS ASSISTING WITH TSA MEMO AND MASTER LEASE AGREEMENT (6).

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EXHIBIT E
LEGAL RESEARCH
Kramer Levin Nafflis & Frankel

TIMEKEEPER	RATE	DATE	ENTRY HOURS	HOURS	FEES	TASK HOURS	~	DESCRIPTION	
AJFR FREEDMAN, A	\$520.00	06/09/09	Tue	4.50	312.00	0.70	F	MATTER NAME: 363 TRANSACTION: TRANSITION SERVICES AGREEMENT	
						1.40	F	1 REVIEW REAL ESTATE AND ENVIRONMENTAL COMMENTS TO THE TSA (7);	
								2 REVISE SUMMARY/GRIDS OF TRANSITION SERVICES AGREEMENT BASED ON COMMENTS FROM KEN KOPELMAN AND JOSH DAVIS (1.4);	
						0.90	F	3 ASSIST WITH DRAFTING AND REVISING LONG FORM MEMO REGARDING TSA ISSUES (9);	
						0.90	F	4 DISCUSSIONS WITH KEN KOPELMAN AND JOSH DAVIS REGARDING DRAFT OF TSA MEMO TO THE COMMITTEE (9);	
				0.60	F	5 RESEARCH PRECEDENT AND LANGUAGE FROM PRIOR TSAS (6).			
	\$520.00	06/10/09	Wed	14.70	1,144.00	5.90	F	MATTER NAME: 363 TRANSACTION: TRANSITION SERVICES AGREEMENT	
								1 REVISE SUMMARY/GRIDS OF TRANSITION SERVICES AGREEMENT AND MASTER LEASE AGREEMENT FOR DISTRIBUTION TO CREDITOR'S COMMITTEE BASED ON COMMENTS FROM KEN KOPELMAN, JOSH DAVIS, MICHAEL FEIN AND BASED ON TEMPLATE USED TO SUMMARIZE OTHER DOCUMENTS INCLUDING THE PURCHASE AGREEMENT, AND DISTRIBUTE DRAFTS (5.9);	
						3.80	F	2 ASSIST WITH DRAFTING AND REVISING LONG FORM MEMO REGARDING TSA ISSUES (3.8);	
						2.80	F	3 DISCUSSIONS WITH KEN KOPELMAN AND JOSH DAVIS REGARDING CONFERENCE CALL AND STATUS OF THE TRANSITION SERVICES AGREEMENT (2.8);	
						2.20	F	4 RESEARCH PRECEDENT AND LANGUAGE FROM PRIOR TSAS (2.2).	
NUMBER OF ENTRIES:				3		4.10	2,132.00		
ESFR FREIJA, E	\$670.00	06/12/09	Fri	3.60	1,105.50	0.30	F	MATTER NAME: RETENTION OF PROFESSIONALS	
						1.65	A	1 DISCUSSIONS WITH TMAYER AND RSCHMIDT REGARDING DISCLOSURE AND CONNECTIONS (3);	
								2 DRAFT, EDIT AND REVISE DECLARATION OF TMAYER IN SUPPORT OF RETENTION AND	
						1.65	A	3 RESEARCH REGARDING SAME (3.3).	
						NUMBER OF ENTRIES:			
ARFR FRIEDMAN, A	\$810.00	06/11/09	Thu	1.00	405.00	0.30	F	MATTER NAME: 363 TRANSACTION: TRANSITION SERVICES AGREEMENT	
						0.50	F	1 MESSAGES K. KOPELMAN AND E-MAILS MSO RE K. KOPELMAN QUESTIONS (30);	
								2 REVIEW DOCS. AND RESEARCH RE TSA ISSUES (50);	
						0.20	F	3 DISCS. K KOPELMAN RE ANALYSIS AND ISSUES (20).	
						NUMBER OF ENTRIES:			
	\$810.00	06/14/09	Sun	1.00	810.00	1.00	F	MATTER NAME: 363 TRANSACTION: TRANSITION SERVICES AGREEMENT	
								1 RESEARCH RE REMEDIES ISSUES (1.00).	
						MATTER NAME: 363 TRANSACTION: TRANSITION SERVICES AGREEMENT			
						1.00	F	1 VARIOUS T/C'S AND DISCS. K KOPELMAN, T MAYER AND ANALYSIS TSA REMEDIES ISSUES (1.00);	
						0.50	F	2 REVIEW E-MAILS AND RESEARCH (50).	

~ See the last page of exhibit for explanation

EXHIBIT E
LEGAL RESEARCH
Kramer Levin Natfalis & Frankel

TIMEKEEPER	RATE	DATE	ENTRY HOURS	HOURS	FEES	TASK HOURS	DESCRIPTION
ARFR FRIEDMAN, A	\$810.00	06/19/09	Fri	1.50	0.50	0.50 F	MATTER NAME: 363 TRANSACTION: TRANSITION SERVICES AGREEMENT 1 MESSAGES AND CONFS. K KOPELMAN RE POTENTIAL REVISIONS (.50); 2 REVIEW RESEARCH AND ANALYSIS RE REMEDIES ISSUES (.50); 3 E-MAILS AND TIC'S K KOPELMAN RE REDRAFTS AND INSERTS (.50).
		NUMBER OF ENTRIES:	4	2.50	2,025.00		
ESGR GREENBERG, E	\$385.00	06/09/09	Tue	3.20	0.80	3.00 F	MATTER NAME: TORT AND SUCCESSOR LIABILITY ISSUES 1 REVIEW TRANSACTION SUMMARY AND OVERVIEW OF ASSET SALE; 2 MEET WITH SCOTT RUSKAY-KIDD, SAMANTHA FORD, AND VICTOR REGAL TO DISCUSS STATE BY STATE SURVEY ASSIGNMENT OF SUCCESSOR LIABILITY ISSUES IN GM BANKRUPTCY 3 READ PLI PRESENTATION ON SUCCESSOR LIABILITY IN ASSET ACQUISITIONS; 4 REVIEW LAW REVIEW ARTICLE FROM FLORIDA STATE BUS. LAW REVIEW COMPARING SUCCESSOR LIABILITY ON STATE BY STATE BASIS.
	\$385.00	06/10/09	Wed	6.10	0.10	3.00 F	MATTER NAME: TORT AND SUCCESSOR LIABILITY ISSUES 1 RESEARCH EXCEPTIONS TO RULE AGAINST SUCCESSOR LIABILITY UNDER MICHIGAN LAW; 2 COMPILE SUMMARY OF EXCEPTIONS AND ANALYZE FOR NEW GM IN APPENDIX OF MEMO ON SUCCESSOR LIABILITY. (3.0)* 3 RESEARCH EXCEPTIONS TO RULE AGAINST SUCCESSOR LIABILITY UNDER OHIO LAW; 4 COMPILE SUMMARY OF EXCEPTIONS AND ANALYZE FOR NEW GM IN APPENDIX OF MEMO ON SUCCESSOR LIABILITY. (3.0)
	\$385.00	06/11/09	Thu	8.10	2.70		MATTER NAME: TORT AND SUCCESSOR LIABILITY ISSUES 1 MAKE EDITS AND CHANGES TO MI AND OH SECTIONS BASED ON FEEDBACK FROM SRK; 2 DISCUSS MEMO WITH SRK ON PHONE; 3 RESEARCH, ANALYZE AND SUMMARIZE INTO APPENDIX OF MEMO EXCEPTIONS TO THE RULE AGAINST SUCCESSOR LIABILITY UNDER MISS LAW; 4 CONFERENCE CALL WITH SAM AND VICTOR TO DISCUSS SECTIONS AND THEORIES; 5 CONFERENCE CALL WITH SAM, VICTOR, AND SCOTT TO DISCUSS MEMO PROGRESS AND SCHEDULE; 6 RESEARCH SUCCESSOR LIABILITY CASE LAW IN PENN, OR, AND GA.
	\$385.00	06/12/09	Fri	6.70	1.80	0.50 F 1.70 F 4.30 F	MATTER NAME: TORT AND SUCCESSOR LIABILITY ISSUES 1 READ UPDATE FACT SECTION OF MASTER MEMO (.5); 2 CONTINUE OREGON RESEARCH AND ADD SUMMARY AND ANALYSIS TO OR TO MEMO (1.7); 3 CONFERENCE CALL WITH VICTOR REGAL AND SAMANTHA FORD TO DISCUSS CONSIDERATION FOR OLD GM'S ASSETS; 4 RESEARCH AND DRAFT MEMO SECTIONS ON DUTY TO WARN CLAIMS AND EXPRESS/IMPLIED ASSUMPTION OF LIABILITY; 5 STATUS MEETING WITH SCOTT, A. CATON, V. REGAL AND S. FORD. (4.3)

~ See the last page of exhibit for explanation

EXHIBIT E
LEGAL RESEARCH
Kramer Levin Naffais & Frankel

TIMEKEEPER	RATE	DATE	ENTRY HOURS	HOURS	FEES	TASK HOURS ~	DESCRIPTION
ESGR GREENBERG, E	\$385.00	06/14/09	Sun	10.60	3.53	1,360.33	MATTER NAME: TORT AND SUCCESSOR LIABILITY ISSUES 1 COMPLETE RESEARCH AND DRAFTING OF PA SECTION TO MEMO APPENDIX; 2 RESPOND TO S RUSKAY-KIDD'S EDITS, REVISE AND ADD TO MEMO SECTIONS ON ASSUMPTION OF LIABILITY AND FAILURE TO WARN, INCLUDING INCORPORATING ADDITIONAL RESEARCH OF POINTS FROM FLETCHER, EDIT MISSISSIPPI SECTION OF APPENDIX; 3 STATUS MEETING WITH S. RUSKAY-KIDD, A CATON, V. REGAL, AND S. FORD.
	\$385.00	06/15/09	Mon	8.60	2.87	1,103.67	MATTER NAME: TORT AND SUCCESSOR LIABILITY ISSUES 1 CITE/FACT CHECK BACKGROUND SECTION OF MEMO; 2 RESEARCH RE: SUCCESSOR LIABILITY; 3 MAKE CHECK LIST FOR STATES TO LOOK AT SUCCESSOR LIABILITY THEORIES THAT THEY RECOGNIZE.
	NUMBER OF ENTRIES: 6			11.80	4,543.00		
	\$750.00	07/08/09	Wed	0.50	0.50	375.00	MATTER NAME: TAX ISSUES 1 REV. IRS RULING.
BHER HERZOG, B	NUMBER OF ENTRIES: 1			0.50	375.00		
	\$80.00	06/24/09	Wed	4.00	4.00	320.00	MATTER NAME: 363 SALE ISSUES 1 WESTLAW/LEXIS NEXIS SEARCH OF CASES FOR SALE OBJECTION.
	\$80.00	06/25/09	Thu	3.00	3.00	240.00	MATTER NAME: 363 SALE ISSUES 1 LEXIS NEXIS WESTLAW SEARCH FOR CASES
	NUMBER OF ENTRIES: 2			7.00	560.00		
KPKO KOPelman, K	\$835.00	06/08/09	Mon	9.10	1.90	1,586.50	MATTER NAME: 363 TRANSACTION: TRANSITION SERVICES AGREEMENT 1 TSA: AM REVIEW OF NEWS STORIES/DEVELOPMENTS (40); 2 CONTINUING WORK ON PRELIMINARY ISSUES LIST; 3 PRECEDENT REVIEW AND ANALYSIS, IN PREP FOR INTERNAL MEETING W/ J DAVIS AND A FREEDMAN TO REVIEW PRELIMINARY TSA COMMENTS (3.80); 4 CONF CALL RT SCHMIDT, J DAVIS, REPRESENTATIVES OF FTI RE TRANSITION SERVICES MATTERS (1.30); 5 CONFERENCE A FRIEDMAN RE LITIGATION/REMEDIES REVIEW OF TSA (90); 6 TALKS, EMAILS M FEIN RE RESULTS OF PRELIMINARY REAL ESTATE REVIEW, INCL INTERPLAY W/ TSA (80); 7 REVIEW OF PRELIMINARY DRAFT OF EXTENDED ISSUES LIST (1.20); 8 E-MAILS TO TEAM THROUGHOUT (70).
				0.40	F		
				1.90	A		
				1.90	A		
				1.30	F		
				0.90	F		
				0.80	F		
				1.20	F		
				0.70	F		

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EXHIBIT E
LEGAL RESEARCH
Kramer Levin Nafais & Frankel

TIMEKEEPER	RATE	DATE	ENTRY HOURS	HOURS	FEES	TASK HOURS ~	DESCRIPTION
KPKO KOPelman, K	\$835.00	06/16/09	Tue	6.30	876.75	1.05 A 1.05 A 1.05 A 1.05 A 1.05 A 1.05 A	MATTER NAME: 363 TRANSACTION: TRANSITION SERVICES AGREEMENT 1 WBATTERSON (J&B) RE TSA COMMENTS, APPROACH & NEXT STEPS INCLUDING 2 COMPILING ISSUES LIST, 3 MARK UPS OF AGTS, INCLUDING RIDERS, 4 REVIEW OF PRECEDENT, 5 REVISIONS, ETC. 6 INTERNAL STATUS REPORTS (6.30).
LMMMA MACKSOUND, L	\$585.00	06/17/09	Wed	8.00	2,340.00	0.30 A 0.30 A 0.30 A 0.40 A 0.40 A 1.20 F	MATTER NAME: 363 TRANSACTION: TRANSITION SERVICES AGREEMENT 1 ATTENTION TO REMEDIES ISSUES INCL CONF CALLS-E-MAILS T MOLNER, A FRIEDMAN, M OBERMAN, 2 READING CASE/BRIEF EXCERPTS AND 3 TCSIE-MAILS RE FOLLOW UP (90); 4 WORK ON SECONDARY ISSUES TO BE INCLUDED ON "DRAFTING ITEMS" PORTION OF ISSUES LIST INCLUDING E-MAILS, CALLS, 5 REVIEW OF DRAFTS FROM J DAVIS, A FREEDMAN (80); 6 WIA FREEDMAN, J DAVIS RE PREP OF E-MAILS MEMOS RE: VARIOUS DEAL POINTS IN PREP FOR TOMORROW'S MEETING (1.20).
	\$585.00	07/08/09	Wed	9.50	1,404.00	1.70 F 2.40 F 4.60 F 0.80 F	MATTER NAME: MOTIONS 1 REVIEWING MOTION TO APPOINT BONDHOLDER COMMITTEE, DRAFTING OBJECTION TO SAME, REVIEWING AND REVISING SAME, 2 RESEARCHING RELATED TO SAME, REVIEWING ALL RELEVANT CASE LAW. MATTER NAME: APPELLATE ISSUES 1 REVIEW MOTION FOR STAY PENDING APPEAL TO DISTRICT COURT (1.7), 2 REVIEW CASE LAW (2.4), 3 DRAFTING AND REVISING OBJECTION TO SAME (4.6), 4 FILE SAME (.8).
	\$585.00	08/20/09	Thu	5.30	1,872.00	1.00 F 1.10 F 1.50 F 1.70 F	MATTER NAME: ENVIRONMENTAL ISSUES 1 INTERNAL MEETING REGARDING ENVIRONMENTAL ISSUES (1.0); 2 CONFER WITH LIBRARY REGARDING TREATISES (1.1); 3 RESEARCH ENVIRONMENTAL ISSUES (1.5); 4 REVIEW RELEVANT CASE LAW (1.7).
	\$585.00	08/24/09	Mon	3.30	643.50	1.10 F 2.10 F	MATTER NAME: ENVIRONMENTAL ISSUES 1 REVIEW CASE LAW ON ABANDONMENT (1.1); 2 DRAFT MEMO REGARDING SAME (2.1).

NUMBER OF ENTRIES: 3 3.25 2,713.75

EXHIBIT E
LEGAL RESEARCH
Kramer Levin Natfalis & Frankel

TIMEKEEPER	RATE	DATE	ENTRY HOURS	HOURS	FEES	TASK HOURS ~	DESCRIPTION
LMMA MACKSOUND, L	\$585.00	08/27/09	Thu	4.50	2.10	0.80 F	MATTER NAME: ENVIRONMENTAL ISSUES 1 RESEARCH ENVIRONMENTAL ISSUES (8);
						1.30 F	2 REVIEW RELEVANT CASE LAW AND ARTICLES (1.3);
						2.10 F	3 MEET WITH ENVIRONMENTAL GROUP REGARDING MEMORANDUM (2.1);
						0.30 F	4 REVISE OUTLINE OF ENVIRONMENTAL MEMORANDUM (3).
	\$585.00	08/28/09	Fri	3.70	3.70	1	MATTER NAME: ENVIRONMENTAL ISSUES 1 RESEARCH ENVIRONMENTAL ISSUES; REVIEW RELEVANT CASE LAW AND ARTICLES.
	\$585.00	08/31/09	Mon	2.60	2.60	1	MATTER NAME: ENVIRONMENTAL ISSUES 1 RESEARCHING ENVIRONMENTAL LAW ISSUES.
	\$600.00	09/16/09	Wed	2.40	1.20	1	MATTER NAME: COMMITTEE MEETINGS/COMMUNICATIONS 1 DRAFTING SUMMARY OF ARGUMENTS TO DISCUSS ON NEXT COMMITTEE CALL,
						2	REVIEWING RELEVANT CASE LAW REGARDING SAME.
	\$600.00	09/23/09	Wed	8.00	5.00	2.30 F	MATTER NAME: ENVIRONMENTAL ISSUES 1 REVIEWING OTHER CHAPTER 11 PLANS FOR TREATMENT OF ENVIRONMENTAL ISSUES (2.3);
						0.70 F	2 CONFERRING WITH A. ROGOFF REGARDING SAME (7);
						5.00 F	3 DRAFTING ENVIRONMENTAL MEMO, REVIEWING RELEVANT CASE LAW (5.0);
	\$600.00	09/24/09	Thu	7.00	7.00	1	MATTER NAME: ENVIRONMENTAL ISSUES 1 DRAFTING AND REVISING ENVIRONMENTAL MEMO, REVIEWING RELEVANT CASE LAW AND TREATISES.
NUMBER OF ENTRIES:				10	32.30	19,093.50	
TMMA MAYER, T	\$930.00	08/06/09	Thu	0.40	0.30	0.30 F	MATTER NAME: CASE ADMINISTRATION 1 REVIEW SECOND CIRCUIT'S OPINION IN CHRYSLER CASE (3);
						0.10 F	2 CALL WITH MATT WILLIAMS (GIBSON DUNN, COUNSEL TO CHAIR WILMINGTON TRUST) RE EFFECT OF CHRYSLER DECISION (1).
	NUMBER OF ENTRIES:				1	0.30	279.00
	\$615.00	06/12/09	Fri	5.90	1.40	1.40 A	MATTER NAME: MOTIONS 1 EMAIL TO AIRCRAFT REJECTION MOTION,
GNOV NOVOD, G						1.40 A	2 EMAILS AND
						1.40 A	3 REVIEW OF CASE LAW,
						1.40 A	4 LEASES RE SAME. (5.6).
						0.30 F	5 EMAILS TO JOE SMOLINSKY RE DATA ROOM ISSUE. (0.3);

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~ See the last page of exhibit for explanation

EXHIBIT E

LEGAL RESEARCH

Kramer Levin Nafalis & Frankel

TIMEKEEPER	RATE	DATE	ENTRY HOURS	HOURS	FEES	TASK HOURS ~	DESCRIPTION
GGPL PLOTKO, G	NUMBER OF ENTRIES:		3	6.35	4,205.50		
VREG REGAL, V	\$385.00	06/09/09	Tue	3.00	1,155.00		MATTER NAME: TORT AND SUCCESSOR LIABILITY ISSUES 1 RESEARCH CALIFORNIA LAW ON SUCCESSOR LIABILITY AND BEGAN CREATING OUTLINE IN PREPARATION FOR WRITING ENTRY IN MEMO (3 HRS);
	\$385.00	06/10/09	Wed	8.50	3,272.50	6.50 F 1.50 F 0.50 F	MATTER NAME: TORT AND SUCCESSOR LIABILITY ISSUES 1 RESEARCH LAW ON SUCCESSOR LIABILITY IN: ILLINOIS (6.5 HRS); 2 NEW HAMPSHIRE (1.5 HRS); 3 NEW MEXICO (.5 HRS);
	\$385.00	06/11/09	Thu	10.00	3,465.00	1.00 F 3.00 F 4.50 F 1.50 F	MATTER NAME: TORT AND SUCCESSOR LIABILITY ISSUES 1 WRITE APPENDIX ENTRY FOR NEW MEXICO (1 HR); 2 RESEARCH AND WRITE NEW HAMPSHIRE ENTRY (3 HRS); 3 RESEARCH AND WRITE FLORIDA ENTRY (4.5 HRS); 4 RESEARCH AND WRITE ILLINOIS ENTRY (1.5 HRS);
	\$385.00	06/12/09	Fri	9.00	3,272.50	2.50 F 0.50 F 6.00 F	MATTER NAME: TORT AND SUCCESSOR LIABILITY ISSUES 1 RESEARCH AND WRITE CALIFORNIA APPENDIX ENTRY (2.5 HRS); 2 ORGANIZATIONAL MEETING (.5 HRS); 3 RESEARCH THEORIES OF PRODUCT LINE LIABILITY AND FRAUD FOR INCLUSION IN MAIN SECTION OF THE MEMO (6 HRS);
	\$385.00	06/13/09	Sat	6.50	770.00	1.20 F 2.00 F 2.00 F 0.50 F 0.80 F	MATTER NAME: TORT AND SUCCESSOR LIABILITY ISSUES 1 RESEARCHED AND WROTE GEORGIA APPENDIX ENTRY (1.2 HRS); 2 WORKED ON FRAUD SECTION OF ANALYSIS SECTION (2 HRS); 3 WORKED ON PRODUCT LIABILITY SECTION OF ANALYSIS (2 HRS); 4 MADE FORMATTING CHANGES TO MEMO (.5 HRS); 5 RESEARCH ON CHANGING DIRECTORS OF GM (.8 HRS);
	\$385.00	06/18/09	Thu	3.00	1,155.00		MATTER NAME: TORT AND SUCCESSOR LIABILITY ISSUES 1 REVIEW CASES RE: BANKRUPTCY COURT JURISDICTION.
	NUMBER OF ENTRIES:		6	34.00	13,090.00		
BRIG RIGEL, B	\$650.00	06/12/09	Fri	2.00	845.00	0.70 F 1.30 F	MATTER NAME: TAX ISSUES 1 REVIEW DEALER TERMINATION AGREEMENTS (.7); 2 TAX RESEARCH RE: SAME (1.3);

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EXHIBIT E
LEGAL RESEARCH
Kramer Levin Naftalis & Frankel

TIMEKEEPER	RATE	DATE	ENTRY HOURS	HOURS	FEES	TASK HOURS ~	DESCRIPTION
BRIG RIGEL, B	\$650.00	06/15/09	Mon	4.60	2.00	0.60 F	<u>MATTER NAME: TAX ISSUES</u>
					1,300.00	1	OFFICE CONFERENCE B. HERZOG (6);
						2.00 F	2 OFF CONFERENCE T. CUSHENBERRY (2.0);
						2.00 F	3 TAX RESEARCH: TERMINATION OF DEALER CONTRACTS (2.0).
	\$650.00	06/29/09	Mon	5.40	4.00	4.00 F	<u>MATTER NAME: TAX ISSUES</u>
					2,600.00	1	TAX RESEARCH: TERMINATION PAYMENTS (4.0);
						1.40 F	2 OFFICE CONFERENCE WITH B. HERZOG (1.4).
	\$650.00	06/30/09	Tue	5.30	2.00	2.00 F	<u>MATTER NAME: TAX ISSUES</u>
					1,300.00	1	OFFICE CONFERENCE WITH BH (2.0);
						2.00 F	2 TAX RESEARCH: TERMINATION PAYMENTS (2.0).
JROC ROCHON, J						1.30 F	3 PREPARE FOR CALL (1.3)
	\$650.00	07/20/09	Mon	1.10	0.55		<u>MATTER NAME: TAX ISSUES</u>
					357.50	1	OFF CONF. B. HERZOG;
						2	TAX RESEARCH - DEALER TERMINATIONS.
	\$650.00	07/23/09	Thu	0.90	0.90		<u>MATTER NAME: TAX ISSUES</u>
					585.00	1	TAX RESEARCH: DEALER TERMINATION.
	\$650.00	07/24/09	Fri	0.50	0.50		<u>MATTER NAME: TAX ISSUES</u>
					325.00	1	TAX RESEARCH: DEALER TERMINATIONS.
	NUMBER OF ENTRIES:			7	11.25		
					7,312.50		
JROC ROCHON, J	\$680.00	06/12/09	Fri	3.70	3.70	3.70 F	<u>MATTER NAME: DIP FINANCING/CASH COLLATERAL</u>
					2,516.00	1	REVIEW RESEARCH AND ANALYSIS OF DIP FINANCING ISSUES (3.7)
	\$680.00	06/12/09	Fri	2.50	1.90	1.90 F	<u>MATTER NAME: 363 SALE ISSUES</u>
					1,292.00	1	REVIEWING RESEARCH AND ANALYSIS OF 363 SALE ISSUES (1.9);
						0.10 F	2 TELEPHONE CALL WITH HADASSA WAXMAN REGARDING 363 SALES ISSUES (0.1);
						0.50 F	3 ANALYSIS OF SALE MOTION AND MEMORANDUM OF LAW IN PREPARATION FOR 363 ISSUES (0.5)
	\$680.00	06/18/09	Thu	0.90	0.80	0.80 F	<u>MATTER NAME: TORT AND SUCCESSOR LIABILITY ISSUES</u>
					544.00	1	REVIEWING RESEARCH ON SUCCESSOR LIABILITY ISSUES (0.8);
						0.10 F	2 TELEPHONE CALL WITH JEFF TRACHTMAN REGARDING SUCCESSOR LIABILITY ISSUES (0.1).

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EXHIBIT E
LEGAL RESEARCH
Kramer Levin Nafalis & Frankel

TIMEKEEPER	RATE	DATE	ENTRY HOURS	HOURS	FEES	TASK HOURS ~	DESCRIPTION
JROC ROCHON, J	NUMBER OF ENTRIES:		3	6.40	4,352.00		
JROS ROSENSAFT, J	\$600.00	09/24/09	Thu	5.80	3.80	2,280.00	<p>MATTER NAME: CORPORATE & SECURITIES MATTERS</p> <p>1.00 F 1 MEETING WITH A. DIENSTAG RE: OLD GM LIQUIDATION TRUSTS (1.0);</p> <p>1.00 F 2 MEETING WITH T. MAYER RE: SAME (1.0);</p> <p>3.80 F 3 RELATED BANKRUPTCY AND SECURITIES RESEARCH (3.8).</p>
	\$600.00	09/29/09	Tue	4.50	2.80	1,680.00	<p>MATTER NAME: CORPORATE & SECURITIES MATTERS</p> <p>2.80 F 1 SECURITIES RESEARCH REGARDING LIQUIDATION TRUSTS (2.8);</p> <p>0.80 F 2 MEETING WITH A. DIENSTAG (8);</p> <p>0.90 F 3 MEETING WITH B. HERZOG AND H. STOOPACK (9).</p>
	\$600.00	09/30/09	Wed	5.00	2.40	1,440.00	<p>MATTER NAME: CORPORATE & SECURITIES MATTERS</p> <p>1.50 F 1 ATTENTION TO LIQUIDATING TRUST STRUCTURE PROPOSAL (1.5);</p> <p>2.40 F 2 RELATED SECURITIES LAW RESEARCH (2.4);</p> <p>1.10 F 3 RELATED CALLS AND CORRESPONDENCE WITH T. MAYER, A. DIENSTAG AND G. PLOTKO (1.1).</p>
	NUMBER OF ENTRIES:		3	9.00	5,400.00		
SRUS RUSKAY-KIDD, S	\$660.00	06/09/09	Tue	4.40	0.40	264.00	<p>MATTER NAME: TORT AND SUCCESSOR LIABILITY ISSUES</p> <p>0.40 F 1 REVIEW ARTICLES RE: SUCCESSOR LIABILITY (4 HOURS);</p> <p>2 REVIEW MEMO FROM J. ROCHON RE: FACTS OF SALE TRANSACTION RELEVANT TO SUCCESSOR LIABILITY;</p> <p>0.20 F 3 CONVERSATION WITH J. ROCHON RE: SAME (2 HOURS);</p> <p>0.20 F 4 MEETING WITH S. FORD, E. GREENBERG AND V. REGAL TO DESCRIBE SUCCESSOR LIABILITY THEORIES, RELEVANT FACTS AND ASSIGNMENTS FOR SUCCESSOR LIABILITY MEMO (1.5 HOURS)</p> <p>0.30 F 5 E-MAIL NECESSARY MATERIALS AND INFORMATION TO S. FORD, E. GREENBERG AND V. REGAL (3 HOURS);</p> <p>0.30 F 6 CONVERSATION WITH J. TAYLOR AND J. ROCHON RE: FACTS OF GM TRANSACTION (3 HOURS);</p> <p>0.20 F 7 E-MAIL TO J. TAYLOR RE: FACTS OF GM TRANSACTION (2 HOURS);</p> <p>1.10 F 8 DRAFT SKELETON OF SUCCESSOR LIABILITY MEMO (1.1 HOURS);</p>
	\$660.00	06/10/09	Wed	2.50	2.00	1,320.00	<p>MATTER NAME: TORT AND SUCCESSOR LIABILITY ISSUES</p> <p>0.30 F 1 ANSWER QUESTIONS FROM V. REGAL AND E. GREENBERG RE: THEIR DRAFTING OF PORTIONS OF THE MEMO ON SUCCESSOR LIABILITY (3 HOURS);</p> <p>0.20 F 2 REVIEW NEWS RE: GM BANKRUPTCY (2 HOURS);</p> <p>2.00 F 3 REVIEW STATE LAW RE: SUCCESSOR LIABILITY (2.0 HOURS);</p>

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EXHIBIT E
LEGAL RESEARCH
Kramer Levin Nafalis & Frankel

TIMEKEEPER	RATE	DATE	ENTRY HOURS	HOURS	FEES	TASK HOURS -	DESCRIPTION
SRUS RUSKAY-KIDD, S	\$660.00	06/11/09	Thu	9.00	594.00	3.90 F	MATTER NAME: TORT AND SUCCESSOR LIABILITY ISSUES
							1 DRAFT SUCCESSOR LIABILITY MEMO (3.9 HOURS).
						3.50 F	2 EDIT PORTIONS OF SUCCESSOR LIABILITY MEMO RE: SPECIFIC STATES' LAWS AND PROVIDE TASKS AND GUIDANCE TO JUNIOR ASSOCIATES RE: SAME (3.5 HOURS).
						0.10 F	3 E-MAIL WITH J. TAYLOR RE: FACTS OF GM TRANSACTION RELEVANT TO SUCCESSOR LIABILITY ANALYSIS (1 HOURS).
						0.60 F	4 E-MAILS WITH J. TAYLOR AND J. TRACHTMAN RE: ISSUES OF INTEREST TO BOTH BANKRUPTCY LAW AND STATE LAW ANALYSIS OF VICARIOUS LIABILITY ISSUES (6 HOURS).
						0.90 F	5 REVIEW SECONDARY LITERATURE ON SUCCESSOR LIABILITY (9 HOURS).
	\$660.00	06/12/09	Fri	8.80	2,178.00	2.80 F	MATTER NAME: TORT AND SUCCESSOR LIABILITY ISSUES
							1 DRAFT FACT SECTION OF SUCCESSOR LIABILITY MEMO AND INCORPORATE WORK ON LAW IN INDIVIDUAL STATES (2.8 HOURS).
						0.25 A	2 ASSIGN TO A. WEINER PORTION OF SUCCESSOR LIABILITY MEMO ON ENVIRONMENTAL LIABILITIES;
						0.25 A	3 PROVIDE MATERIALS TO A. WEINER RE: SAME (1.5 HOURS);
						0.20 A	4 CONVERSATION WITH J. TRACHTMAN AND
						0.20 A	5 E-MAILS WITH J. TRACHTMAN AND A. CATON RE: DIRECTION AND SCHEDULING OF SUCCESSOR LIABILITY MEMO (4 HOURS).
						0.20 F	6 REVIEW SAMPLE INSURANCE POLICIES AND COVERAGE CHART (2 HOURS).
						0.30 F	7 CONVERSATION WITH W. SHARPES AT FTI RE: INSURANCE ISSUES RELEVANT TO SUCCESSOR LIABILITY (3 HOURS);
						0.10 F	8 E-MAIL TO J. TRACHTMAN AND J. TAYLOR RE: SAME (1 HOURS).
						0.40 F	9 DEFINE TASKS AND ANSWER QUESTIONS.
						0.40 A	10 EDIT WORK OF.
						0.40 A	11 MEET WITH.
						0.40 A	12 E-MAIL WITH AND
						0.40 A	13 CONVERSATIONS WITH ASSOCIATES RE: WORK ON STATE SUCCESSOR LIABILITY LAW (2.0 HOURS).
						3.30 F	14 REVIEW STATE LAW RE: SUCCESSOR LIABILITY (3.3 HOURS).
	\$660.00	06/15/09	Mon	14.30	9,306.00	14.10 F	MATTER NAME: TORT AND SUCCESSOR LIABILITY ISSUES
							1 DRAFT, EDIT, SUPERVISE CITE CHECKING OF AND PLUGGING OF RESEARCH HOLES IN, AND REVIEW LAW FOR, STATE-LAW SUCCESSOR LIABILITY MEMO (14.1 HOURS).
						0.20 F	2 E-MAILS WITH J. TRACHTMAN, D. BLABEY AND A. CATON RE: COMMENTS ON DRAFT (2 HOURS).
	\$660.00	06/18/09	Thu	0.40	66.00	0.10 A	MATTER NAME: 363 SALE ISSUES
							1 REVIEW CASE RE: ENJOIN CLAIMS;
						0.10 A	2 CONVERSATION WITH AND EMAIL TO J. ROCHON RE: SAME (2).
						0.20 F	3 REVIEW SUMMARY OF RECENT FILINGS (2).
NUMBER OF ENTRIES:				6		20.80	13,728.00

RTSC
SCHMIDT, R

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EXHIBIT E
LEGAL RESEARCH
Kramer Levin Nafflis & Frankel

TIMEKEEPER	RATE	DATE	ENTRY HOURS	HOURS	FEES	TASK HOURS ~	DESCRIPTION
RTSC SCHMIDT, R	\$735.00	06/24/09	Wed	4.70	1.80	1.50 F	MATTER NAME: HEARINGS 1 REV MOTIONS AND RESPONSES FOR NEXT DAY HEARINGS (1.5);
					1.323.00	1.80 F	2 REV CASELAW RE 1114 AND MULTIPLE COMMITTEES (1.8);
						0.30 F	3 CONF KE RE EVERCORE (3);
						0.30 F	4 REV NDA AND FOLLOW-UP (3)
						0.20 F	5 REV CMO RE EVIDENTIARY HRGS (2);
						0.60 F	6 REV COMMITTEE RESPONSES FOR HRG (6)
	\$735.00	06/28/09	Sun	1.00	735.00	1.00 F	MATTER NAME: TORT AND SUCCESSOR LIABILITY ISSUES 1 REV SUCCESSOR LIABILITY CASES (1.0).
	\$735.00	07/04/09	Sat	1.90	367.50	0.70 A	MATTER NAME: 363 TRANSACTION: REAL ESTATE ISSUES 1 REVIEW DOCS AND CONF CALL W/ CORPORATE, REAL ESTATE AND ENVIRONMENT;
						0.70 A	2 FOLLOW-UP EWS (1.4);
						0.50 F	3 RESEARCH REAL ESTATE/DAMAGE CLAIM ISSUE (5)
	\$735.00	07/25/09	Sat	1.20	441.00	1 ATTN TO ENVIRONMENTAL ISSUES	MATTER NAME: ENVIRONMENTAL ISSUES
						2	2 REVIEW MATERIALS AND RESEARCH RE SAME.
	\$735.00	07/28/09	Tue	1.50	367.50	0.25 A	MATTER NAME: ENVIRONMENTAL ISSUES 1 EMAILS W/ C. TULLY;
						0.25 A	2 REVIEW SITE LIST (5);
						0.50 A	3 REV RESEARCH;
						0.50 A	4 REV ALIX REPORT (1.0).
	\$735.00	08/06/09	Thu	0.90	294.00	0.50 F	MATTER NAME: ENVIRONMENTAL ISSUES 1 TELEPHONE CONFERENCE AND EMAILS TO C. WARREN (5);
						0.40 F	2 REVIEW RESEARCH AND FOLLOW UP (4).
	\$735.00	08/18/09	Tue	1.20	367.50	0.30 F	MATTER NAME: ENVIRONMENTAL ISSUES 1 EMAILS (3);
						0.40 F	2 REVIEW ANALYSIS (4);
						0.50 F	3 REVIEW TREATISE (5);
NUMBER OF ENTRIES:				7	5.30	3,895.50	

BMSC
SCHULMAN, B

~ See the last page of exhibit for explanation

EXHIBIT E
LEGAL RESEARCH
Kramer Levin Nafstals & Frankel

TIMEKEEPER	RATE	DATE	ENTRY HOURS	HOURS	FEES	TASK HOURS ~	DESCRIPTION
BMSC SCHULMAN, B	\$650.00	06/11/09	Thu	3.10	0.60	0.20	MATTER NAME: DIP FINANCING/CASH COLLATERAL
							1 UPDATE FROM B. SCHMIDT (0.2);
							2 E-MAIL CONCERNING RESEARCH PROJECTS RELATING TO DIP AND 363 SALE (0.2);
							3 MEETING J. ROCHON AND H. WAXMAN RE LEGAL RESEARCH ISSUES AND RELATED ISSUES (0.4);
							4 CONFERENCE D. CHO RE GUIDANCE FOR LEGAL RESEARCH ON DIP ISSUES; (0.4);
							5 CONFERENCE S. SCHOLZ RE LEGAL RESEARCH ISSUES RELATING TO DIP ISSUE; (0.2);
							6 REVIEW EARLIER MEMORANDA AND MATERIALS CONCERNING RESEARCH ISSUE RELATING TO DIP (0.9);
							7 OBTAIN AND REVIEW ADDITIONAL PRIOR RESEARCH MATERIALS RELATING TO DIP RESEARCH ISSUE (0.6);
JSHA SHARRET, J	\$650.00	06/14/09	Sun	2.20	2.20	2.20	8 MESSAGE TO K. CAMPANA RE DIP STRUCTURE AND RELATED ISSUES (0.2)
							MATTER NAME: DIP FINANCING/CASH COLLATERAL
							1 RESEARCH AND REVIEW MEMORANDA CONCERNING DIP RESEARCH ISSUES (2.2);
							MATTER NAME: DIP FINANCING/CASH COLLATERAL
							1 STUDY PRIOR RESEARCH AND MEMORANDA CONCERNING DIP ISSUES (2.3);
							2 E-MAIL FROM D. CHO ATTACHING DRAFT MEMORANDUM (0.1);
							3 REVIEW MEMORANDUM RE DIP ISSUES (0.9);
							4 TELEPHONE CALL D. CHO RE FOLLOW UP FOR LEGAL ISSUES (0.3);
JSHA SHARRET, J	\$440.00	06/17/09	Wed	3.70	3.50	3.50	5 REVISE AND DRAFT MEMORANDUM ON LEGAL ISSUE (2.7)
							6 STUDY CASES AND LEGAL MATERIALS RE DIP RESEARCH ISSUES (1.8)
							MATTER NAME: MOTIONS
							1 RESEARCH AND DRAFTING RETIREE OBJECTION.
							2 ATTENTION TO EXTENSION OF OBJECTION DEADLINES.
							MATTER NAME: ENVIRONMENTAL ISSUES
							1 RESEARCH AND DRAFTING EMAIL RE: ENVIRONMENTAL ISSUES.
							MATTER NAME: APPELLATE ISSUES
JSHA SHARRET, J	\$440.00	07/06/09	Mon	0.30	0.30	0.30	1 REVIEWING APPEALS TO 2ND CIRCUIT AND SUMMARIZING SAME.
							MATTER NAME: MOTIONS
							1 RESEARCH RE: PRECEDENTIAL BAR DATE MOTIONS.
							2 REVIEW BANK OF NEW YORK MELLON MOTION AND NOTICE OF PRESENTMENT OF ORDER COMPELLING PRODUCTION OF DOCUMENTS AND ORAL EXAMINATION ON BEHALF OF REMY INTERNATIONAL.
							MATTER NAME: MOTIONS
							1 RESEARCH RE: PRECEDENTIAL BAR DATE MOTIONS.
							2 REVIEW BANK OF NEW YORK MELLON MOTION AND NOTICE OF PRESENTMENT OF ORDER COMPELLING PRODUCTION OF DOCUMENTS AND ORAL EXAMINATION ON BEHALF OF REMY INTERNATIONAL.
							MATTER NAME: MOTIONS

NUMBER OF ENTRIES: 3 6.90 4,485.00

EXHIBIT E

LEGAL RESEARCH

Kramer Levin Natfalis & Frankel

TIMEKEEPER	RATE	DATE	ENTRY HOURS	HOURS	FEES	TASK HOURS ~	DESCRIPTION
JSHA SHARRET, J	\$440.00	08/19/09	Wed	1.50	660.00	1	MATTER NAME: ENVIRONMENTAL ISSUES RESEARCH RE: ENVIRONMENTAL ISSUES.
	\$485.00	09/16/09	Wed	0.70	339.50	1	MATTER NAME: RETENTION OF PROFESSIONALS RESEARCH RE: 327 RETENTION STANDARDS
	\$485.00	09/17/09	Thu	2.10	533.50	1.10 S	MATTER NAME: MOTIONS RESEARCH RE: SETTLEMENT PROCEDURES AND CONFERENCE WITH WEIL RE: SAME (1.5);
						0.40 S 0.60 F	3 REVIEWING RECENTLY FILED MOTION (6)
	\$485.00	09/21/09	Mon	0.50	242.50	1	MATTER NAME: EXECUTORY CONTRACT RESEARCH RE: ACE INSURANCE STIPULATION.
	\$485.00	09/21/09	Mon	6.30	3,055.50	1	MATTER NAME: RETENTION OF PROFESSIONALS RESEARCH RE: EVERCORE
	\$485.00	09/22/09	Tue	2.30	873.00	1.80 F	MATTER NAME: EXECUTORY CONTRACT RESEARCH RE: ACE SETTLEMENT (1.8);
						0.50 F	2 TIC WITH A. ROGOFF RE: JSSI SETTLEMENT (.5).
	\$485.00	09/23/09	Wed	2.80	1,358.00	1	MATTER NAME: EXECUTORY CONTRACT RESEARCH RE: INSURANCE ISSUES RE: ACE
	\$485.00	09/30/09	Wed	3.80	1,503.50	0.70 F 3.10 F	MATTER NAME: EXECUTORY CONTRACT REVIEWING JSSI MOTIONS AND CF WITH WEIL RE: SAME (.7); RESEARCH RE: SAME (3.1)
	NUMBER OF ENTRIES:			12	23.45	11,051.50	
HOST STOOPACK, H	\$695.00	07/08/09	Wed	0.60	417.00	1	MATTER NAME: TAX ISSUES REVIEW IRS RULING.
	NUMBER OF ENTRIES:			1	0.60	417.00	
JTAY TAYLOR, J	\$635.00	06/11/09	Thu	3.00	1,905.00	1	MATTER NAME: CORPORATE & SECURITIES MATTERS RESEARCH REGARDING CUSTOMARY PUBLIC WARRANT TERMS.

~ See the last page of exhibit for explanation

EXHIBIT E

LEGAL RESEARCH

Kramer Levin Naffais & Frankel

TIMEKEEPER	RATE	DATE	ENTRY HOURS	HOURS	FEES	TASK HOURS -	DESCRIPTION
JTAY TAYLOR, J	NUMBER OF ENTRIES:		1	3.00	1,905.00		
JSTR TRACHTMAN, J	\$760.00	06/18/09	Thu	3.60	1.20	1.60 F 0.80 F 1.20 F	MATTER NAME: 363 SALE ISSUES 1 READ MATERIALS, BRIEFS (1.6); 2 TCS, EMAILS RE: PENDING WORK (8); 3 READ CASES AND DRAFT MEMO (1.2).
	NUMBER OF ENTRIES:		1	1.20	912.00		
JBVE VESSEY, J	\$485.00	06/08/09	Mon	5.60	1.80	1.80 A 1.80 A 1.80 A 0.20 S	MATTER NAME: CORPORATE & SECURITIES MATTERS 1 REVIEW OF 10-K AND 10-Q; 2 RESEARCH AND REVIEW INTO 8-KS; 3 PREPARATION OF OVERVIEW SUMMARY; 4 DISCUSSIONS WITH L. FEIBELMANN AND A. DIENSTAG
	\$485.00	06/09/09	Tue	6.50	2.00	1.50 F 1.50 A 1.50 A 2.00 F	MATTER NAME: CORPORATE & SECURITIES MATTERS 1 DISCUSSIONS WITH A. DIENSTAG RE: OVERVIEW PROJECT (1.5); 2 INITIAL DRAFT OF OVERVIEW MEMO; 3 REVIEW OF 10-Q AND 10-K (3.0); 4 RESEARCH INTO SALES OF DIVESTED DIVISIONS (2.0).
	\$485.00	06/16/09	Tue	3.60	1.60	1.00 F 0.50 F 0.50 F 1.60 F	MATTER NAME: CORPORATE & SECURITIES MATTERS 1 DISTRIBUTION OF ASSET/LIABILITY OVERVIEW (1.0); 2 DISCUSSIONS WITH J. TAYLOR RE: PURCHASE AGREEMENT (5); 3 DISCUSSIONS WITH A. DIENSTAG (5); 4 REVISION AND OVERVIEW AND RELATED RESEARCH (1.6)
	NUMBER OF ENTRIES:		3	5.40	2,619.00		
HRWA WAXMAN, H	\$635.00	06/11/09	Thu	4.60	4.20	0.40 S 4.20 S	MATTER NAME: 363 SALE ISSUES 1 MEETING WITH ROCHAN AND SCHULMAN RE: RESEARCH ISSUES; 2 RESEARCH RELATED TO 363(M) SALE.
	\$635.00	06/12/09	Fri	5.60	5.00	5.00 S 0.60 S	MATTER NAME: 363 SALE ISSUES 1 RESEARCH RE: 363(M) SALE; 2 ASSIGNMENTS TO JUNIOR ASSOCIATES RE: RESEARCH MEMOS.

~ See the last page of exhibit for explanation

EXHIBIT E
LEGAL RESEARCH
Kramer Levin Nafalis & Frankel

TIMEKEEPER	RATE	DATE	ENTRY HOURS	HOURS	FEES	TASK HOURS ~	DESCRIPTION
HRWA WAXMAN, H	\$635.00	06/15/09	Mon	8.80	4.40	2,794.00	MATTER NAME: 363 SALE ISSUES 1 RESEARCH AND DRAFTING OF MEMO RE: 363(M) SALES ISSUE; 2 DISCUSSION WITH EP AND JR RE: SAME.
	\$635.00	06/16/09	Tue	8.60	8.60	5,461.00	MATTER NAME: 363 SALE ISSUES 1 RESEARCH AND DRAFTING OF MEMO RE: 363(M) SALE.
	\$635.00	06/17/09	Wed	2.80	1.40	889.00	MATTER NAME: 363 SALE ISSUES 1 ADDITIONAL RESEARCH AND DRAFTING RE: 363(SALE MEMO); 2 REVIEW AND RESPOND TO TEAM EMAILS.
	NUMBER OF ENTRIES:		5	23.60	14,986.00		
AWEB WEBBER, A	\$440.00	06/04/09	Thu	2.50	1.50	660.00	MATTER NAME: 363 TRANSACTION: MASTER PURCHASE AGREEMENT ISSUES 1 PREPARE DOCUMENTS FOR CORPORATE MEETING RE SALE (1.0); 1.50 F 2 RESEARCH PRECEDENT COMMON STOCK PURCHASE WARRANTS (1.5)
	\$440.00	06/10/09	Wed	5.50	5.50	2,420.00	MATTER NAME: 363 TRANSACTION: MASTER PURCHASE AGREEMENT ISSUES 1 RESEARCH PRECEDENT PUBLICLY TRADED WARRANTS FOR BLACK SCHOLES PROVISIONS
	\$440.00	06/11/09	Thu	1.60	1.00	440.00	MATTER NAME: CORPORATE & SECURITIES MATTERS 1 RESEARCH PUBLICLY-TRADED WARRANTS (1.0); 0.60 F 2 CORRESPONDENCE WITH J. VESSEY REGARDING DISCLOSURE SCHEDULES (6)
	\$440.00	06/29/09	Mon	3.60	3.60	1,584.00	MATTER NAME: 363 TRANSACTION: MASTER PURCHASE AGREEMENT ISSUES 1 RESEARCH REGARDING NY CASELAW INTERPRETATION OF ISSUES IN BREACH OF CONTRACT CASES.
AWEI WEINER, A	NUMBER OF ENTRIES:		4	11.60	5,104.00		
	\$440.00	06/12/09	Fri	6.40	6.40	2,816.00	MATTER NAME: TORT AND SUCCESSOR LIABILITY ISSUES 1 RESEARCH AND DRAFT MEMO ON SUCCESSOR ENVIRONMENTAL LIABILITY.
	\$440.00	06/15/09	Mon	7.60	7.60	3,344.00	MATTER NAME: TORT AND SUCCESSOR LIABILITY ISSUES 1 RESEARCH AND DRAFT SECTIONS ON DE FACTO MEAGER AND CONTINUITY.
	NUMBER OF ENTRIES:		2	14.00	6,160.00		

~ See the last page of exhibit for explanation

EXHIBIT E
LEGAL RESEARCH
Kramer Levin Nafalis & Frankel

TIMEKEEPER	RATE	DATE	ENTRY HOURS	HOURS	FEES	TASK HOURS ~	DESCRIPTION
Total				482.39	\$253,669.55		
Number of Entries:	169						

EXHIBIT E
LEGAL RESEARCH
Kramer Levin Natfalis & Frankel

TIMEKEEPER NAME	INITIALS	HOURS	RATE	FEES
AMSTER, J	JSAM	1.50	\$520.00	780.00
BLABEY, D	DEBL	67.25	\$560.00	37,660.00
BLADES, M	MBLA	19.45	\$520.00	10,114.00
		2.70	\$560.00	1,512.00
CATON, A	ACAT	20.85	\$680.00	14,178.00
CHASS, M	MCHA	0.50	\$645.00	322.50
CHO, D	DCHO	26.70	\$385.00	10,279.50
CIPOLLA, S	SACI	4.50	\$260.00	1,170.00
DAVIS, J	JDAV	6.12	\$650.00	3,978.00
FINGER, T	TFIN	5.45	\$650.00	3,542.50
		11.00	\$660.00	7,260.00
FOLB, K	KFOL	8.80	\$635.00	5,588.00
		2.90	\$650.00	1,885.00
FORD, S	SFOR	40.20	\$385.00	15,477.00
FREEDMAN, A	AJFR	4.10	\$520.00	2,132.00
FREJKA, E	ESFR	1.65	\$670.00	1,105.50
FRIEDMAN, A	ARFR	2.50	\$810.00	2,025.00
GREENBERG, E	ESGR	11.80	\$385.00	4,543.00
HERZOG, B	BHER	0.50	\$750.00	375.00
HUSAIN, N	NHUS	7.00	\$80.00	560.00
KOPELMAN, K	KPKO	3.25	\$835.00	2,713.75
LMASOUD, L	LMMA	19.10	\$585.00	11,173.50
		13.20	\$600.00	7,920.00
MAYER, T	TMMA	0.30	\$930.00	279.00
NOVOD, G	GNOV	2.32	\$615.00	1,426.80
OLIVEIRA, J	JOLI	3.00	\$360.00	1,080.00
PATT, E	EPAT	12.90	\$385.00	4,966.50
PLOTKO, G	GGPL	3.45	\$660.00	2,277.00
		2.90	\$665.00	1,928.50
		34.00	\$385.00	13,090.00
REGAL, V	VREG	11.25	\$650.00	7,312.50
RIGEL, B	BRIG	6.40	\$680.00	4,352.00
ROCHON, J	JROC	9.00	\$600.00	5,400.00
ROSENBAUM, J	JROS	20.80	\$660.00	13,728.00
RUSKAY-KIDD, S	SRUS	5.30	\$735.00	3,895.50
SCHMIDT, R	RTSC	6.90	\$650.00	4,485.00
SCHULMAN, B	BMSC	7.15	\$440.00	3,146.00
SHARRET, J	JSHA	16.30	\$485.00	7,905.50
		0.60	\$695.00	417.00
STOOPACK, H	HOST	3.00	\$635.00	1,905.00
TAYLOR, J	JTAY	1.20	\$760.00	912.00
TRACHTMAN, J	JSTR	5.40	\$485.00	2,619.00
VESSEY, J	JBVE	23.60	\$635.00	14,986.00
WAXMAN, H	HRWA	11.60	\$440.00	5,104.00
WEBBER, A	AWEB	14.00	\$440.00	6,160.00
WEINER, A	AWEI			

EXHIBIT E
LEGAL RESEARCH
Kramer Levin Nafalis & Frankel

TIMEKEEPER NAME	INITIALS	HOURS	RATE	FEES
		482.39		\$253,669.55

SUMMARY OF HOURS AND FEES BY MATTER

MATTER NAME	HOURS	FEES
363 SALE ISSUES	68.45	35,202.50
363 TRANSACTION: MASTER PURCHASE AGREEMENT ISSUES	11.52	5,229.80
363 TRANSACTION: REAL ESTATE ISSUES	0.50	367.50
363 TRANSACTION: TRANSITION SERVICES AGREEMENT	11.67	8,053.75
APPELLATE ISSUES	7.95	4,476.00
CASE ADMINISTRATION	0.30	279.00
COMMITTEE MEETINGS/COMMUNICATIONS	1.20	720.00
CORPORATE & SECURITIES MATTERS	24.20	13,939.00
DIP FINANCING/CASH COLLATERAL	39.55	18,540.50
ENVIRONMENTAL ISSUES	70.05	42,919.00
EXECUTORY CONTRACT	8.20	3,977.00
FEE APPLICATION/MONTHLY INVOICES	0.25	165.00
HEARINGS	4.50	3,159.00
MOTIONS	10.55	5,564.50
PLAN & DISCLOSURE STATEMENT	2.90	1,928.50
PRE-PETITION COLLATERAL REVIEW	0.50	322.50
RETENTION OF PROFESSIONALS	14.75	6,758.50
TAX ISSUES	34.50	19,730.50
TORT AND SUCCESSOR LIABILITY ISSUES	170.85	82,337.00
	482.39	\$253,669.55

(-) REASONS FOR TASK HOUR ASSIGNMENTS

- A Task Hours Allocated By Fee Auditor
- F FINAL BILL
- S Supplemental Information